

Enclosure 16
to ULNRC-06341

Articles of Incorporation – Union Electric Company Restated
04/12/1994

00J40441

STATE OF MISSOURI



Judith K. Moriarty
SECRETARY OF STATE

CORPORATION DIVISION
RESTATED ARTICLES OF INCORPORATION

WHEREAS,

UNION ELECTRIC COMPANY

A CORPORATION ORGANIZED UNDER THE GENERAL AND BUSINESS CORPORATION LAW HAS FILED IN THE OFFICE OF THE SECRETARY OF STATE DUPLICATE ORIGINALS OF RESTATED ARTICLES OF INCORPORATION AND HAS, IN ALL RESPECTS, COMPLIED WITH THE REQUIREMENTS OF THE GENERAL AND BUSINESS CORPORATION LAW GOVERNING RESTATED ARTICLES OF INCORPORATION, AND THAT SAID RESTATED ARTICLES

SUPERCEDE THE ORIGINAL ARTICLES OF INCORPORATION AND ALL AMENDMENTS THERETO.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 12TH DAY OF APRIL, 1994.

Judith K. Moriarty
Secretary of State

\$20.00



RESTATED ARTICLES OF INCORPORATION
OF
UNION ELECTRIC COMPANY

Pursuant to the provisions of Section 351.106, R.S.Mo. 1986, as amended, the undersigned Corporation adopts the following Restated Articles of Incorporation.

FIRST

That the name of the Corporation shall be UNION ELECTRIC COMPANY.

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 182,500,000 classified into 25,000,000 shares of Preferred Stock without par value, 7,500,000 shares of Preference Stock with the par value of \$1 per share, and 150,000,000 shares of Common Stock with the par value of \$5 per share.

(a) The Preferred Stock has heretofore been, or shall be, issued in series as follows:

(1) The Preferred Stock has heretofore been issued and is outstanding in the following amounts and series: 330,000 shares of Preferred Stock, \$7.64 Series; 330,001 shares of Preferred Stock, \$7.44 Series; 300,000 shares of Preferred Stock, \$6.40 Series; 7,020 shares of Preferred Stock, \$6.30 Series; 14,000 shares of Preferred Stock, \$5.50 Series A; 3,000 shares of Preferred Stock, \$5.50 Series B; 20,000 shares of Preferred Stock, \$4.75 Series; 200,000 shares of Preferred Stock, \$4.56 Series; 213,595 shares of Preferred Stock, \$4.50 Series; 40,000 shares of Preferred Stock, \$4.30 Series; 150,000 shares of Preferred Stock, \$4.00 Series; 40,000 shares of Preferred Stock, \$3.70 Series; 130,000 shares of Preferred Stock, \$3.50 Series; and 1,657,500 shares of Preferred Stock, \$1.735 Series. The respective annual dividend rates per share for such series; the respective dates (hereinafter in this paragraph (1) called "cumulative dates") from which dividends on all shares of such series issued prior to the record date for the first dividend payment date shall be cumulative; the respective redemption prices per share for such series (exclusive of accrued and unpaid dividends); and the respective amounts (hereinafter in this paragraph (1) called "liquidation prices") per share (exclusive of accrued and unpaid dividends) for such series payable to the holders thereof in case of voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation; all as heretofore fixed by the Board of Directors as follows:

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<u>Series</u>	<u>Dividend Rate</u>	<u>Cumulative Date</u>	<u>Redemption Price</u>	<u>Voluntary Liquidation Price</u>	<u>Involuntary Liquidation Price</u>	<u>Sinking Fund Provisions</u>
\$7.64	7.64	1/19/93	(i)	(i)	100.00	None
\$7.44	7.44	12/20/72	101.00	101.00	100.00	None
\$6.40	6.40	11/15/67	101.50	101.50	100.00	None
\$6.30	6.30	12/30/83	100.00	100.00	100.00	(ii)
\$5.50 A	5.50	12/30/83	110.00	110.00	100.00	None
\$5.50 B	5.50	12/30/83	103.50	103.50	100.00	None
\$4.75	4.75	12/30/83	102.176	102.176	100.00	None
\$4.56	4.56	11/15/63	102.47	102.47	100.00	None
\$4.50	4.50	5/15/41	110.00	105.50	100.00	None
\$4.30	4.30	12/30/83	105.00	105.00	100.00	None
\$4.00	4.00	8/15/49	105.625	105.625	100.00	None
\$3.70	3.70	8/15/45	104.75	104.75	100.00	None
\$3.50	3.50	5/15/46	110.00	110.00	100.00	None
\$1.735	1.735	8/11/93	(iii)	(iii)	25.00	None

(i) Not redeemable prior to February 15, 2003; \$103.82 if redeemed on February 15, 2003 or thereafter and prior to February 15, 2004; \$103.40 if redeemed on February 15, 2004 or thereafter and prior to February 15, 2005; \$102.97 if redeemed on February 15, 2005 or thereafter and prior to February 15, 2006; \$102.55 if redeemed on February 15, 2006 or thereafter and prior to February 15, 2007; \$102.12 if redeemed on February 15, 2007 or thereafter and prior to February 15, 2008; \$101.70 if redeemed on February 15, 2008 or thereafter and prior to February 15, 2009; \$101.27 if redeemed on February 15, 2009 or thereafter and prior to February 15, 2010; \$100.85 if redeemed on February 15, 2010 or thereafter and prior to February 15, 2011; \$100.42 if redeemed on February 15, 2011 or thereafter and prior to February 15, 2012; \$100.00 if redeemed on February 15, 2012 or thereafter.

(ii) That so long as any shares of Preferred Stock, \$6.30 Series, shall be outstanding, the Company shall retire annually by redemption at \$100.00 per share plus accrued and unpaid dividends to the date of redemption, on June 1 in each year beginning with June 1, 1984, 260 shares of Preferred Stock, \$6.30 Series; that shares of Preferred Stock, \$6.30 Series, selected for redemption shall be selected pro rata from the holders thereof; and that shares of Preferred Stock, \$6.30 Series, redeemed pursuant to this paragraph shall become authorized and unissued shares of Preferred Stock of the Company.

(iii) Not redeemable prior to August 1, 1998; \$25.00 on August 1, 1998 or thereafter.

(2) Additional shares of the Preferred Stock may, subject to the provisions of paragraphs (1) and (6) of subdivision (k) below, be issued as additional shares of Preferred Stock

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of any of the series designated above or as shares of one or more other series of Preferred Stock, with such distinctive serial designations as shall be set forth in the resolution or resolutions from time to time adopted by the Board of Directors providing for the issue of such stock or in such other instrument providing for the issue of such stock as may be required by law; and in any such resolution or resolutions or such other instrument, as the case may be, with respect to each particular series of the Preferred Stock (other than the series designated above) the Board of Directors is hereby expressly authorized to fix, to the extent which may be permitted by law,

(i) the annual dividend rate for the particular series which shall not exceed \$8 per share, and the date from which dividends on all shares of such series issued prior to the record date for the first dividend payment date shall be cumulative;

(ii) the redemption price per share for the particular series which (exclusive of accrued and unpaid dividends) shall not exceed \$120 per share;

(iii) the amount or amounts per share (exclusive of accrued and unpaid dividends) for the particular series payable to the holders thereof in case of dissolution, liquidation or winding up of the affairs of the Corporation, but such amount or amounts shall not exceed \$120 per share;

(iv) the terms and conditions, if any, upon which shares of the particular series shall be convertible into, or exchangeable for, shares of any other class, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment thereof, if any;

(v) the terms and amount of any sinking fund created for the purchase or redemption of the particular series of Preferred Stock; and

(vi) any other characteristics of, and any restrictive or other provisions relating to, the shares of each particular series not inconsistent with the provisions of the Articles of Incorporation, as amended, as the Board of Directors may by law be permitted to fix.

All shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the date from which dividends thereon shall be cumulative; and all shares of all series shall be of equal rank as to dividends and assets with each other, regardless of series, and shall be identical with each other in all other respects except as hereinbefore provided.

(b) Before any dividends on the Common Stock shall be paid or declared or set apart for payment, the holders of the Preferred Stock at the time outstanding shall be entitled to receive, but only when and as declared, out of any funds legally available for the declaration of dividends, cumulative cash dividends at the respective annual rates hereinbefore specified with respect to the series of Preferred Stock designated above, or, in the case of Preferred Stock of any other series, at the annual dividend rate for the particular series theretofore fixed by the Board of Directors as

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hereinbefore provided, payable quarter-yearly on the fifteenth days of February, May, August, and November in each year, to stockholders of record on the respective dates, not exceeding forty days preceding such dividend payment dates, fixed for the purpose by the Board of Directors in advance of the payment of each particular dividend. Such dividends on shares of the Preferred Stock shall be cumulative,

(1) if issued prior to the record date for the first dividend on the shares of such series, then, in the case of the series of Preferred Stock designated above, from the respective dates hereinbefore specified with respect thereto, or, in the case of Preferred Stock of any other series, from the date theretofore fixed for the purpose by the Board of Directors as hereinbefore provided;

(2) if issued during the period commencing immediately after a record date for a dividend and terminating at the close of the payment date for such dividend, then from said last mentioned dividend payment date; and

(3) otherwise from the quarter-yearly dividend payment date next preceding the date of issue of such shares;

so that if dividends on all outstanding shares of the Preferred Stock shall not have been paid for all past quarter-yearly dividend periods, and the full dividends thereon for the current quarter-yearly dividend period shall not have been paid, or declared and set apart for payment, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment, but without interest on cumulative dividends, before any dividends shall be declared or any distribution made on the Common Stock. 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).

(c) The Corporation, at the option of the Board of Directors, may redeem the whole or any part of the Preferred Stock at the time outstanding, or the whole or any part of any series thereof, at any time or from time to time, by paying, in the case of the series of Preferred Stock designated above, the respective redemption prices hereinbefore specified with respect thereto, or, in the case of Preferred Stock of any other series, by paying such redemption price therefor as shall have been fixed by the Board of Directors as hereinbefore provided, together with a sum, in the case of each share so to be redeemed, computed at the annual dividend rate for the series of which the particular share is a part from the date from which dividends on such share became cumulative to the date fixed for such redemption, less the aggregate of the dividends theretofore or on such redemption date paid thereon. Notice of every such redemption shall be given by publication, published at least once in each of two calendar weeks in a daily newspaper printed in the English language and published and of general circulation in the Borough of Manhattan, The City of New York, and in a like newspaper published and of general circulation in the City of St. Louis, Missouri, the first publication to be at least thirty days and not more than sixty days prior to the date fixed for such redemption. At least thirty days' and not more

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than sixty days' previous notice of every such redemption shall also be mailed to the holders of record of the Preferred Stock to be redeemed, at their respective addresses as the same shall appear on the books of the Corporation; but no failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares of the Preferred Stock so to be redeemed. In case of the redemption of a part only of any series of the Preferred Stock at the time outstanding, the Corporation shall select by lot or in such other manner as the Board of Directors may determine, the shares so to be redeemed. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the manner in which and the terms and conditions upon which the Preferred Stock shall be redeemed from time to time. If such notice of redemption shall have been duly given by publication, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside so as to be available therefor, then, notwithstanding that any certificate for the shares of the Preferred Stock so called for redemption shall not have been surrendered for redemption, the shares represented thereby shall no longer be deemed outstanding in the hands of the persons who are the holders thereof immediately preceding such redemption, the right of such holders to receive dividends thereon shall cease to accrue from and after the date of redemption so fixed, and all rights of such holders with respect to such shares of Preferred Stock so called for redemption shall forthwith on such redemption date cease and terminate, except only the right of such holders to receive the amount payable upon redemption thereof, but without interest; provided, however, that the Corporation may, after giving the first notice by publication of any such redemption, or giving irrevocable instructions therefor, and prior to the redemption date specified in such notice, deposit in trust, for the account of the holders of the Preferred Stock to be redeemed, with a bank or trust company in good standing, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, The City of New York, having a capital, surplus and undivided profits aggregating at least \$5,000,000, all funds necessary for such redemption, and thereupon all shares of the Preferred Stock with respect to which such deposit shall have been made shall no longer be deemed to be outstanding in the hands of such holders, and all rights of such holders with respect to such shares of Preferred Stock shall forthwith upon such deposit in trust cease and terminate, except only the right of such holders to receive the amount payable upon the redemption thereof, but without interest. All or any shares of the Preferred Stock redeemed at any time may, in the discretion of the Board of Directors and to the extent permitted by law, be reissued or otherwise disposed of at any time or from time to time subject to the provisions of these Articles of Incorporation, as amended.

(d) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, then before any distribution shall be made to the holders of the Common Stock, the holders of shares of the Preferred Stock at the time outstanding shall be entitled to be paid in cash, in the case of the

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series of Preferred Stock designated above, the respective amounts hereinbefore specified with respect thereto, and, in the case of Preferred Stock of any other series, such amount as shall have been fixed by the Board of Directors as hereinbefore provided, together with a sum in the case of each such share, computed at the annual dividend rate for the series of which the particular share is a part from the date from which dividends on such shares became cumulative to the date fixed for the payment of such distributive amounts, less the aggregate of the dividends theretofore or on such date paid thereon. After such payment to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares.

(e) Unless and until four quarter-yearly dividends payable on the Preferred Stock shall be in default, in whole or in part, every stockholder shall have one vote for each share of Preferred Stock, and one vote for each share of Common Stock, held by him, on all matters, including the election of Directors, except as otherwise provided by law or by these Articles of Incorporation, as amended. If and when four quarter-yearly dividends (whether or not consecutive) payable on the Preferred Stock shall be in default, in whole or in part, every stockholder shall have one vote for each share of Preferred Stock, and one vote for each share of Common Stock, held by him, on all matters except the election of Directors, and in such case the number of Directors of the Corporation shall thereupon, and until such default shall have been remedied, be two more than the number specified in and pursuant to Article Fifth of the Articles of Incorporation, as amended, the holders of the Preferred Stock at the time outstanding, voting separately as a class, shall become entitled to elect the two additional members of the Board of Directors, and at each annual election of Directors thereafter during the continuance of such default the holders of the Preferred Stock, voting separately as a class, shall be entitled to elect two members of the Board of Directors and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining Directors of the Corporation. However, if and when all dividends then in default on the Preferred Stock then outstanding shall thereafter be paid (and such dividends shall be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the Preferred Stock shall thereupon be divested of such special right herein provided for to elect such members of the Board of Directors, the voting power of the Preferred Stock and the Common Stock shall revert to the status existing before the occurrence of such default, and the number of Directors of the Corporation shall again be the number specified in and pursuant to Article Fifth of the Articles of Incorporation, as amended; but always subject to the same provisions for vesting such special rights in the Preferred Stock in case of any similar future default or defaults. A meeting of the holders of the Preferred Stock, at which the holders of the Preferred Stock shall vote as a class, shall be held at any time after the accrual of such special right to elect such two additional members of the Board of Directors, upon notice similar to that provided in the By-laws for a special

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meeting, upon call by the holders of not less than 1,000 shares of the Preferred Stock or upon call by the Secretary of the Corporation at the request in writing of any holder of Preferred Stock addressed to him at the principal office of the Corporation. Upon termination of such special right at any time by reason of the payment of all accumulated and defaulted dividends on such stock, the terms of office of all persons who may have been elected Directors of the Corporation by vote of the holders of the Preferred Stock, as a class, pursuant to such special right shall forthwith terminate.

Whenever Directors are elected by the stockholders by classes, pursuant to this subdivision (e), in case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, occurring among the Directors elected by the holders of the Common Stock, as a class, the remaining Directors elected by the vote of the holders of the Common Stock, as a class, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired term of the Director whose place shall be vacant; and in case of any such vacancy in the Board of Directors occurring among the Directors elected by the holders of the Preferred Stock, as a class, the holders of the Preferred Stock then outstanding and entitled to vote may, at a meeting of such holders called in the manner provided by this subdivision (e), elect a successor to hold office for the unexpired term of the Director whose place shall be vacant. In all other cases any such vacancy shall be filled by the affirmative vote of the majority of the remaining Directors, and the Directors so elected shall hold office until their successors shall be elected and qualified.

(f) In all elections for Directors, each shareholder shall have the right to cast as many votes in the aggregate as shall equal the number of voting shares held by him multiplied by the number of Directors to be elected, and may cast the whole number of votes, either in person or by proxy, for one candidate or distribute such votes among two or more candidates; provided, however, that in case the Directors are to be elected by particular classes of stock as provided in the Articles of Incorporation, as amended, in the event of default in the payment of dividends on the Preferred Stock, each holder of the particular class of stock shall have the right to cast as many votes in the aggregate as shall equal the number of shares of such class held by him multiplied by the number of Directors to be elected by such class, and may cast the whole number of such votes for one candidate for Director to be elected by such class or may distribute such votes among two or more candidates for Directors to be elected by such class.

(g) Except as otherwise provided by law or by the Articles of Incorporation, as amended, the holders of record of a majority of the outstanding shares of capital stock of the Corporation entitled to vote at any meeting of shareholders, present in person or represented by proxy, shall constitute a quorum at such meeting; provided, that in no event shall a quorum consist of less than a majority of the outstanding shares entitled to vote, but less than such quorum shall have the right successively to

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adjourn the meeting to a specified date not longer than ninety days after such adjournment, without notice other than announcement at the meeting.

(h) No holder of Preferred Stock shall be entitled as such as a matter of right to subscribe for or purchase 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, property, services or otherwise.

(i) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation or of any securities convertible into shares of capital stock of the Corporation, of any class whatever which may be authorized from time to time, no holder of shares of Common Stock of the Corporation shall be entitled as such as a matter of right to subscribe for, purchase or receive any proportionate or other share of the capital stock or securities so issued, but all or any portion of such capital stock may be disposed of by the Corporation, as and when determined by the Board of Directors, free of any such rights, whether by offering the same to shareholders or by sale or other disposition as the Board of Directors may deem advisable; provided, however, that if the Board of Directors shall determine to issue and sell any shares of Common Stock (including, for the purposes of this paragraph, any security convertible into Common Stock, but excluding shares of such Common Stock and securities convertible into such Common Stock theretofore reacquired by the Corporation after having been duly issued, or issued to satisfy any conversion or option rights theretofore granted by the Corporation) solely for money and other than by:

(1) a public offering thereof, or

(2) an offering thereof to or through underwriters or dealers who shall agree promptly to make a public offering thereof, or

(3) The issue thereof in connection with (a) any dividend reinvestment, stock purchase or other plan in which the holders of the Common, Preferred or Preference Stock or customers of the Corporation or of any subsidiary of the Corporation may participate or (b) any stock ownership, stock purchase, stock option, stock bonus, savings, pension or other plan in connection with which employees or former employees (including officers and directors) of the Corporation or any subsidiary of the Corporation may purchase or acquire Common Stock (or securities of the Corporation convertible into or exchangeable for Common Stock) or any trust related to, or any agent acting with respect to, any such plan may purchase or acquire Common Stock (or securities of the Corporation convertible into or exchangeable for Common Stock) on behalf of, or for the account or benefit of, such employees or former employees or, in case of any such trust, for the purpose of investing the funds of the trust, or

(4) any other offering thereof which shall have been authorized or approved by the affirmative consent (given in writing without a meeting or by vote at a meeting duly called for such

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purpose) of the holders of a majority of the shares of Common Stock then outstanding and entitled to vote,

such shares of Common Stock shall first be offered pro rata to the holders of record of the then outstanding shares of Common Stock (excluding outstanding shares of such Common Stock held for the benefit of holders of scrip certificates or other instruments representing fractional interests in a full share of such Common Stock) upon terms which, in the judgment of the Board of Directors, shall be not less favorable (without deduction of such reasonable compensation for the sale, underwriting or purchase of such shares by underwriters or dealers as may lawfully be paid by the Corporation) to the purchaser than the terms upon which such shares are offered to others than such holders of the Common Stock; provided that the Corporation shall not be obligated to offer or to issue any fractional interest in a full share of Common Stock; and provided further that the time within which such preemptive rights shall be exercised may be limited to such time as to the Board of Directors may seem proper, not less, however, than fourteen days after the mailing of notice that such preemptive rights are available and may be exercised.

(j) So long as any shares of the Preferred Stock are outstanding, no amendment to the Articles of Incorporation which would change the express preferences, priorities or character of the Preferred Stock or the rate of dividend to be paid thereon in any manner substantially prejudicial to the holders thereof shall be made, except as hereinafter in subdivisions (k) and (n) provided and except an amendment changing the number of the Board of Directors, without the affirmative consent (given in writing without a meeting or by vote at a meeting duly called for the purpose) of the holders of at least three-fourths of the aggregate number of shares of the Preferred Stock then outstanding; but such amendment may be made with such affirmative consent, together with such additional vote or consent of stockholders as from time to time may be required by law.

(k) So long as any of the shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative consent (given in writing without a meeting or by vote at a meeting duly called for the purpose) of the holders of at least two-thirds of the aggregate number of shares of the Preferred Stock then outstanding:

(1) sell or otherwise dispose of any shares of the Preferred Stock or of stock of any other class ranking on a parity with or having any preference over the Preferred Stock as to assets or dividends, unless the net earnings of the Corporation available for the payment of dividends on the Preferred Stock and on all such other classes of stock, computed in accordance with good accounting practice, for a period of any twelve consecutive calendar months within the fifteen calendar months immediately preceding the first day of the month in which such additional stock is issued are at least two and one-half times the annual dividend requirements on all shares of the Preferred Stock and of all other classes of stock ranking on a parity with or having any preference

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over the Preferred Stock as to assets or dividends, to be outstanding immediately after such proposed additional issue; and, in determining such net earnings available for the payment of dividends on the Preferred Stock and on all such other classes of stock, any dividend received by the Corporation during such period on stock of any subsidiary of the Corporation in excess of the net earnings of such subsidiary for such period available therefor, computed in accordance with good accounting practice, shall be included only to the extent of such net earnings of such subsidiary; or

(2) create any class of stock which shall be preferred as to dividends or assets over the Preferred Stock; or

(3) increase the authorized number of shares of the Preferred Stock; or

(4) reclassify outstanding shares of stock of any class ranking junior to the Preferred Stock as to assets or dividends, wholly or partially, into shares of stock of any class ranking on a parity with or having any preference over the Preferred Stock as to assets or dividends; or

(5) make any distribution out of capital or capital surplus (other than dividends payable in stock ranking junior to the Preferred Stock as to assets and dividends) to holders of stock of the Corporation ranking junior to the Preferred Stock as to assets or dividends; or

(6) issue any shares of the Preferred Stock or any other stock ranking on a parity with or having any preference over the Preferred Stock as to assets or dividends, if the stated capital to be represented by the Preferred Stock and such other stock outstanding immediately after such issue would exceed the stated capital to be represented by shares of stock to be then outstanding ranking junior to the Preferred Stock as to assets and dividends, increased by the amount of any capital surplus or reduced by the amount of any deficit. For the purpose of this subdivision (6), stated capital represented by any preferred stock having a par value shall be the par value thereof, and stated capital represented by any preferred stock without par value shall be the amount of stated capital fixed by the Board of Directors with respect thereto at the time of issue thereof, or the amount payable to the holders thereof (exclusive of accrued and unpaid dividends) in preference to the Common Stock upon involuntary liquidation, dissolution or winding up of the affairs of the Corporation, whichever is greater;

but any such action requiring such affirmative consent of the holders of the Preferred Stock, as provided in this subdivision (k), may be taken with such vote or consent of stockholders as may at the time be required by law, but with at least the affirmative consent (given in writing without a meeting or by vote at a meeting duly called for the purpose) of the holders of two-thirds of the aggregate number of shares of Preferred Stock then outstanding. Stock shall not be considered to be outstanding for any of the purposes of this subdivision (k) or of subdivision (j) above, if the Board of Directors shall have determined to redeem such stock and if the first publication of notice of redemption shall have been

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made, or irrevocable instructions given therefor, and all funds necessary for such redemption shall have been deposited in trust for such purpose.

(l) No amendment to the Articles of Incorporation which would change the provisions of the foregoing subdivisions (f), (g) or (i) in any manner substantially prejudicial to the holders of any class of stock, shall be made without the affirmative consent (given in writing without a meeting or by vote at a meeting duly called for such purpose) of the holders of at least two-thirds of the aggregate number of shares of capital stock of the Corporation then outstanding and entitled to vote; but such amendment may be made with such affirmative consent, together with such additional vote or consent of shareholders as from time to time may be required by law.

(m) No amendment to the Articles of Incorporation providing for the creation or increase of Preferred Stock of any class shall be made without the affirmative consent (given in writing without a meeting or by vote at a meeting duly called for such purpose) of the holders of at least a majority of the aggregate number of shares of Common Stock of the Corporation then outstanding; but such amendment may be made with such affirmative consent, together with such additional vote or consent of holders of Preferred Stock of the Corporation as shall at the time be required by the Articles of Incorporation, as amended.

(n) Subject to the provisions of subdivisions (j), (k), (l) and (m) hereof, the Corporation reserves the right to amend, alter, change or repeal, to the extent now or hereafter permitted by law, any provision in its Articles of Incorporation, as amended, (including the authorizing of preferred stock junior to the Preferred Stock as to dividends and assets and the changing of any authorized but unissued shares of the Preferred Stock to shares of another class or classes of preferred stock ranking on a parity with the Preferred Stock as to assets and dividends but which may have different dividend rates, redemption prices and other terms and provisions as may at the time be permitted by law) with such vote or consent of stockholders as from time to time may be required by law, and all rights herein conferred upon the shareholders are granted subject to this reservation.

(o) Subject to the provisions of subdivision (k) hereof, the Corporation may issue and dispose of its authorized but unissued shares without par value, from time to time, for such consideration as may from time to time be prescribed by the Board of Directors, and authority is hereby expressly conferred on the Board of Directors so to fix such consideration. The Board of Directors is also hereby expressly authorized to determine, at or before the time of issue thereof, what part of the consideration which shall be received by the Corporation upon the issue from time to time of shares of its capital stock without par value shall be capital, and, in the absence of any such determination, the entire consideration received for any particular shares shall be capital. Any and all shares without par value issued for the consideration so fixed shall be deemed fully paid and be non-assessable, and the holder of such shares shall not be liable thereon to the Corporation or its creditors.

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(p) The Preference Stock shall have, or be subject to, as the case may be, the following preferences, rights, privileges and restrictions:

Manner of Issue - Series - The Board of Directors is empowered to cause the Preference Stock to be issued from time to time as shares of one or more series of Preference Stock, and in the resolution or resolutions providing for the issue of each particular series, before issuance, the Board of Directors is expressly authorized to fix:

- (1) the distinctive serial designation of the shares of such series and the number of shares which shall constitute such series;
- (2) the annual dividend rate for the particular series, the dates of payment of dividends on shares of such series and the dates from which they are cumulative;
- (3) the redemption price per share and the terms of redemption for the shares of a particular series;
- (4) the amount or amounts per share (exclusive of accrued and unpaid dividends) for the particular series payable to the holders thereof in case of dissolution, liquidation or winding up of the affairs of the Corporation;
- (5) the terms and conditions, if any, upon which shares of the particular series shall be convertible into, or exchangeable for, shares of any stock of junior rank, with respect to dividends and assets, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment thereof, if any;
- (6) the terms and amount of any sinking fund created for the purchase or redemption of the shares of any particular series; and
- (7) any other characteristics of, and any restrictive or other provisions relating to, the shares of each particular series not inconsistent with the provisions of the Articles of Incorporation, as amended, as the Board of Directors may by law be permitted to fix.

All shares of Preference Stock shall be of junior rank, with respect to dividends and assets, to all shares of Preferred Stock and of senior rank in such respects to all shares of Common Stock. All shares of Preference Stock of any one series shall be identical with each other in all respects except, in the event portions of the shares of a single series are issued at different times, the date from which dividends thereon shall be cumulative; and all shares of all series shall be of equal rank as to dividends and assets with each other, regardless of series, and shall be identical with each other in all respects except as hereinabove provided.

Dividends - Dividends on Preference Stock of any series shall be payable at annual rates and on dates fixed by the Board of Directors at the time of the creation of such series, payable quarterly on such dates as shall be fixed for such payments by the Board of Directors. The right of holders of Preference Stock to receive dividends shall be subject to the dividend and sinking fund

- 13 -

provisions of the Preferred Stock. Dividends on the Preference Stock shall be cumulative, and no dividends shall be declared or paid, or any distribution made, on Common Stock, other than a dividend payable in Common Stock, unless and until full dividends on the outstanding Preference Stock shall have been paid, or declared and a sum sufficient for the payment thereof set aside, with respect to all past dividend periods and the current dividend period. Dividends on shares of any series of Preference Stock shall accrue from and be cumulative from such date as may be fixed by the Board of Directors at the time of the creation of such series, except that dividends on shares of Preference Stock of any series, which are issued after the initial issue of shares of such series, shall accrue from and be cumulative from such date as may be fixed by the Board of Directors at the time of issuance of such additional shares.

Redemption - If so provided by the Board of Directors upon the creation of any series of Preference Stock, the Corporation, at the option of the Board of Directors, or in accordance with the requirements of any sinking fund for the Preference Stock or any series thereof, may redeem the whole or any part of the Preference Stock at any time outstanding, or the whole or any part of any series thereof, at such time or times and from time to time as may be determined by the Board of Directors and at such redemption price or prices as may have been fixed by the Board of Directors at the time of the creation of the shares so to be redeemed, together with an amount equal to all unpaid dividends accrued thereon to the date fixed for such redemption, and otherwise upon the terms and conditions fixed by the Board of Directors for any such redemption; provided, however, that no redemption of any Preference Stock shall be effected unless (1) full dividends on all outstanding shares of Preferred Stock and Preference Stock for all past dividend periods shall have been paid, or declared and a sufficient sum set apart for the payment thereof, and (2) all obligations of the Corporation, if any, with respect to the redemption or purchase of shares of Preferred Stock and Preference Stock in accordance with the requirements of any sinking fund have been met.

Liquidation, Dissolution and Winding Up of the Affairs of the Corporation - In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, but only after full payment has been made to the holders of the Preferred Stock of all amounts to which they are entitled by these Articles of Incorporation, as amended, or a sufficient sum set apart for such payment, the holders of shares of each series of Preference Stock then outstanding shall be entitled to receive out of the assets of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the amount fixed by the Board of Directors in creating such series, plus an amount equal to all unpaid dividends accrued thereon to the date fixed for such payment to the holders of Preference Stock.

Voting Rights - Except as otherwise provided in these Articles of Incorporation, as amended, each holder of Preference Stock shall be entitled at all meetings of shareholders of the

- 14 -

Corporation to one vote for each share of such stock held by him; and the holders of Preference Stock shall vote together with the holders of the Preferred Stock and the Common Stock as a single class, except in those instances where these Articles of Incorporation, as amended, grant to the holders of Preferred Stock or Common Stock the right to vote as a separate class. The voting rights of the holders of Preference Stock in an election of directors shall be identical with the voting rights of the holders of Common Stock in such election, as set forth in these Articles of Incorporation, as amended, and the provision for filling vacancies in the Board of Directors that are by said amended Articles applicable to holders of the Common Stock shall be equally applicable to holders of the Preference Stock.

Whenever four quarter-yearly dividends payable on the Preference Stock shall be in default, and during the continuance of such default, the Common Stock and the Preferred Stock, voting together as a single class, shall be entitled to elect the same number of directors as was authorized by the Articles of Incorporation immediately prior to such default, and the Preference Stock, as a class, shall be entitled to elect two additional directors.

Notwithstanding any other provision in those Articles of Incorporation, as amended, the affirmative approval of the holders of at least two-thirds of the Preference Stock of all series thereof then outstanding present and voting at a meeting, voting as a single class without regard to series, shall be required for any amendment of these Articles of Incorporation, as amended, altering adversely any existing provision of the Preference Stock or for an increase in the authorized amount of the Preference Stock or the creation, or an increase in the authorized amount of any class of stock ranking, as to dividends and assets, on a parity with or prior to the Preference Stock.

Preemptive Rights - No holder of shares of any series of the Preference Stock shall, as such, have 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 securities 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

That the name and place of residence of each incorporator are:

<u>NAME</u>	<u>RESIDENCE</u>
L. H. Egan	St. Louis, Missouri
F. J. Boehm	St. Louis, Missouri
L. E. Young	St. Louis, Missouri
H. Spoehrer	St. Louis, Missouri
Wm. Avery	St. Louis, Missouri
C. E. Michel	St. Louis, Missouri
H. W. Eales	St. Louis, Missouri
G. K. Miltenberger	St. Louis, Missouri
R. S. King	St. Louis, Missouri

- 15 -

FIFTH

That, except as otherwise provided by the Articles of Incorporation, as amended, the number of the Board of Directors shall be fixed at eleven or at the number and in the manner provided by the By-laws of the Company, as amended, and written notice shall be given to the Secretary of State of Missouri of the number of the Board of Directors within thirty (30) calendar days of the fixing of such number. The Board of Directors shall have the power to make, alter, amend or repeal the By-laws of the Company.

SIXTH

That the Corporation shall have perpetual existence.

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 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, apparatus, 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 therefore; 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;

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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 transmit, 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;

- 17 -

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 purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise hold and possess or otherwise dispose of, shares of capital stock, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations of this state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership including the right to vote thereon; and, to the extent now or hereafter permitted by law, to acquire by purchase, subscription, contract or otherwise, and to hold, sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally deal in and with, all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities and other political and governmental divisions and subdivision, or by any combinations, organizations or entities whatsoever, or issued or created by others, irrespective of their form or the name by which they may be described, and all trust, participation and other certificates of and receipts evidencing interest in any such securities, and to issue in exchange therefor or in payment thereof, in any manner permitted by law, its own stock, bonds, debentures or its other obligations or securities, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any and all such securities or evidences of interest therein, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or evidences of interest therein, and to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such securities or evidences of interest therein; to acquire or become interested in any such securities or evidences of interest therein, as aforesaid by original subscription, underwriting, loan, participation in syndicates or otherwise and irrespective of whether or not such securities or evidences of interest therein be fully paid or subject to further payments; to make payments thereon as called for or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise and either with a view to investment or for resale or for any other lawful purpose;

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; and

To purchase, hold, sell and transfer shares of its own capital stock to such extent and in such manner as may now or hereafter be permitted by law.

EIGHTH

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 April 7, 1994

UNION ELECTRIC COMPANY

By William E. Jaudes
Vice President and General Counsel

And James J. [Signature]
Secretary

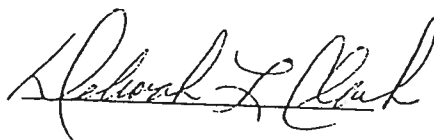
FILED AND CERTIFICATE
ISSUED
APR 12 1994

Judith K. [Signature]
SECRETARY OF STATE

- 19 -

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

On this 7th day of April, 1994, before me appeared William E. Jaudes, to me personally known, who, being by me duly sworn did say that he is Vice President and General Counsel of Union Electric Company, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was adopted by the Board of Directors of said Corporation on February 11, 1994, and was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and said William E. Jaudes verified said instrument to be the free act and deed of said corporation.



DEBORAH L. CLARK
NOTARY PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES APR. 18, 1994



JTW
CF

Office of Secretary of State

State of Missouri
Jefferson City
65101

Judith K. Moriarty
Secretary of State

May 11, 1994

James C. Thompson
Union Electric
1901 Chouteau Ave., PO Box 149
St. Louis, MO 63166

Re: UNION ELECTRIC COMPANY (00040441)

Dear Corporation:

This is to advise that on the above date we have filed
for record in this office a Statement of Change in the
number of directors from TWELVE (12) to
TEN (10). (Pursuant to Chapter 351.055(6)
and 351.085.2(4) RSMo.)

Very truly yours,

JUDITH K. MORIARTY
Secretary of State

Corporation Division
Amendment Desk

Ltr.#62



ROY D. BLUNT
SECRETARY OF STATE

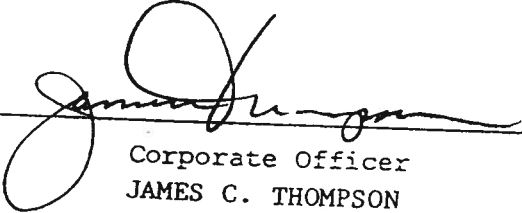
STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102

314 / 751-4609

STATEMENT OF CHANGE IN NUMBER OF DIRECTORS
Sections 351.055(6), 351.085.1(4) and 351.315.3 RSMo
No filing fee - File one copy

Corporate Charter No. 40441

- The name of the corporation is UNION ELECTRIC COMPANY
 The name under which it was originally organized was MISSOURI ELECTRIC LIGHT AND POWER COMPANY
- Effective APRIL 26, 1994, the number of persons constituting its board of directors was changed from TWELVE to TEN.


 Corporate Officer
 JAMES C. THOMPSON
 SECRETARY

MAY 10, 1994
 Date

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF RETIREMENT

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT DUPLICATE COPIES OF A RESOLUTION OF

UNION ELECTRIC COMPANY

A MISSOURI CORPORATION RELATING TO RETIREMENT OF PREFERRED STOCK, HAVE BEEN RECEIVED IN THIS OFFICE.

THE SUBSTANCE THEREOF IS:

RETIREMENT OF 260 SHARES OF PREFERRED STOCK, \$6.30 SERIES

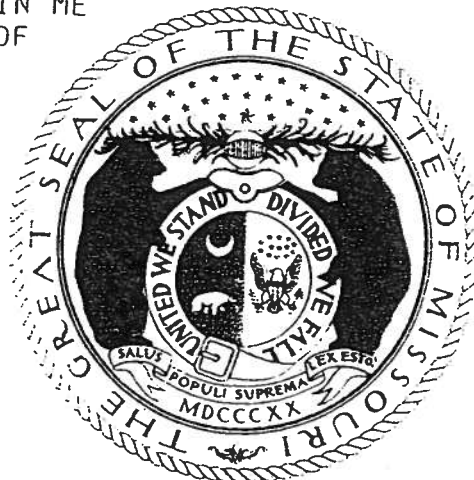
SAID RESOLUTION IS FOUND TO CONFORM TO LAW. BY THE VIRTUE OF THE AUTHORITY VESTED IN ME BY LAW, HEREBY ISSUE THIS CERTIFICATE OF RETIREMENT.

ACCORDINGLY, I,

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 29TH DAY OF JUNE, 1995.

Rebecca McDowell Cook
Secretary of State

\$25.00



UNION ELECTRIC COMPANY
CERTIFICATE OF RETIREMENT OF PREFERRED STOCK
AND REDUCTION OF STATED CAPITAL

Union Electric Company, a corporation organized and existing under the laws of the State of Missouri, does hereby certify as follows:

1. The name of this corporation is Union Electric Company.
 2. The corporation, having from time to time redeemed shares of its Preferred Stock, \$6.30 Series, retired 260 shares on June 1, 1994.
 3. The corporation has applied \$100.00 per share, being the stated value of the Preferred Stock, \$6.30 Series, or a total of \$26,000, out of its stated capital to the retirement of 260 shares of Preferred Stock, \$6.30 Series.
 4. As a result of Union Electric Company's retirement of 260 shares of Preferred Stock, the number of outstanding shares of preferred stock of the corporation has decreased from 3,435,116 to 3,434,856 and the preferred stock stated capital has been reduced from \$219,199,100 to \$219,173,100.
 5. The assets of the corporation remaining after said retirement of the aggregate of 260 shares of Preferred Stock were and now are sufficient to pay any debts of this corporation, the payment of which has not been otherwise provided for.
- IN WITNESS WHEREOF, Union Electric Company has caused this certificate to be executed, acknowledged and sworn to by DONALD E. BRANDT, Senior Vice President, and attested by G. L.

WATERS, Assistant Secretary, and its corporate seal to be hereto
affixed, all on this 28th day of June, 1995.

UNION ELECTRIC COMPANY
BY *[Signature]*
Senior Vice President

ATTEST:

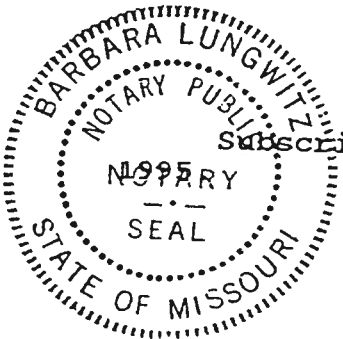
[Signature]
Assistant Secretary

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

DONALD E. BRANDT, first being duly sworn, upon his oath
states that he is a Senior Vice President of Union Electric
Company, that as such he executed the above certificate on behalf
of Union Electric Company, and that the statements contained
therein are true to the best of his knowledge, information and
belief.

[Signature]
Donald E. Brandt

Subscribed and sworn to before me this 28th day of June,



[Signature]
Notary Public

BARBARA LUNGWITZ
NOTARY PUBLIC - STATE OF MISSOURI
MY COMMISSION EXPIRES SEPT. 2, 1995
CITY OF ST. LOUIS

10. 00070771

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION CERTIFICATE OF RETIREMENT

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT DUPLICATE COPIES OF A RESOLUTION OF

UNION ELECTRIC COMPANY

A MISSOURI CORPORATION RELATING TO RETIREMENT OF PREFERRED STOCK, HAVE BEEN RECEIVED IN THIS OFFICE.

THE SUBSTANCE THEREOF IS:

RETIREMENT OF 260 SHARES OF PREFERRED STOCK, \$6.30 SERIES

SAID RESOLUTION IS FOUND TO CONFORM TO LAW. BY THE VIRTUE OF THE AUTHORITY VESTED IN ME BY LAW, HEREBY ISSUE THIS CERTIFICATE OF RETIREMENT. ACCORDINGLY, I,

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 7TH DAY OF MAY, 1996.

Rebecca McDowell Cook
Secretary of State

\$25.00



UNION ELECTRIC COMPANY
CERTIFICATE OF RETIREMENT OF PREFERRED STOCK
AND REDUCTION OF STATED CAPITAL

Union Electric Company, a corporation organized and existing under the laws of the State of Missouri, does hereby certify as follows:

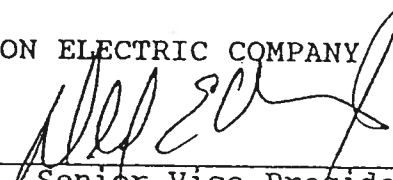
1. The name of this corporation is Union Electric Company.
2. The corporation, having from time to time redeemed shares of its Preferred Stock, \$6.30 Series, retired 260 shares on June 1, 1995.
3. The corporation has applied \$100.00 per share, being the stated value of the Preferred Stock, \$6.30 Series, or a total of \$26,000, out of its stated capital to the retirement of 260 shares of Preferred Stock, \$6.30 Series.
4. As a result of Union Electric Company's retirement of 260 shares of Preferred Stock, the number of outstanding shares of preferred stock of the corporation has decreased from 3,434,856 to 3,434,596 and the preferred stock stated capital has been reduced from \$219,173,100 to \$219,147,100.
5. The assets of the corporation remaining after said retirement of the aggregate of 260 shares of Preferred Stock were and now are sufficient to pay any debts of this corporation, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF, Union Electric Company has caused this certificate to be executed, acknowledged and sworn to by DONALD E. BRANDT, Senior Vice President, and attested by JAMES C.

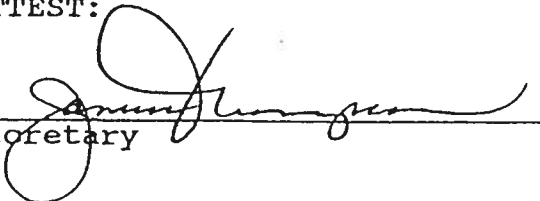
THOMPSON, Secretary, and its corporate seal to be hereto affixed,
all on this 6th day of May, 1996.

UNION ELECTRIC COMPANY

By


Senior Vice President

ATTEST:


Secretary

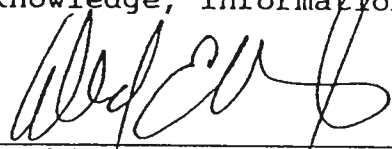
FILED AND CERTIFICATE
ISSUED

MAY 07 1996

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



SECRETARY OF STATE

DONALD E. BRANDT, first being duly sworn, upon his oath states that he is a Senior Vice President of Union Electric Company, that as such he executed the above certificate on behalf of Union Electric Company, and that the statements contained therein are true to the best of his knowledge, information and belief.


Donald E. Brandt

Subscribed and sworn to before me this 6th day of May, 1996.

BARBARA LUNGWITZ
Notary Public — Notary Seal
STATE OF MISSOURI
City of St. Louis
~~My Commission Expires: September 24, 1999~~


Notary Public

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF RETIREMENT

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE
STATE OF MISSOURI, DO HEREBY CERTIFY THAT DUPLICATE
COPIES OF A RESOLUTION OF

UNION ELECTRIC COMPANY

A MISSOURI CORPORATION RELATING TO RETIREMENT OF PREFERRED
STOCK, HAVE BEEN RECEIVED IN THIS OFFICE.

THE SUBSTANCE THEREOF IS:

RETIREMENT OF 260 SHARES OF
PREFERRED STOCK, \$6.30 SERIES

SAID RESOLUTION IS FOUND TO CONFORM TO LAW. ACCORDINGLY, I,
BY THE VIRTUE OF THE AUTHORITY VESTED IN ME
BY LAW, HEREBY ISSUE THIS CERTIFICATE OF
RETIREMENT.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
7TH DAY OF JUNE, 1996.

Rebecca McDowell Cook
Secretary of State

\$25.00



UNION ELECTRIC COMPANY
CERTIFICATE OF RETIREMENT OF PREFERRED STOCK
AND REDUCTION OF STATED CAPITAL

Union Electric Company, a corporation organized and existing under the laws of the State of Missouri, does hereby certify as follows:

1. The name of this corporation is Union Electric Company.
2. The corporation, having from time to time redeemed shares of its Preferred Stock, \$6.30 Series, retired 260 shares on June 1, 1996.
3. The corporation has applied \$100.00 per share, being the stated value of the Preferred Stock, \$6.30 Series, or a total of \$26,000, out of its stated capital to the retirement of 260 shares of Preferred Stock, \$6.30 Series.
4. As a result of Union Electric Company's retirement of 260 shares of Preferred Stock, the number of outstanding shares of preferred stock of the corporation has decreased from 3,434,596 to 3,434,336 and the preferred stock stated capital has been reduced from \$219,147,100 to \$219,121,100.
5. The assets of the corporation remaining after said retirement of the aggregate of 260 shares of Preferred Stock were and now are sufficient to pay any debts of this corporation, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF, Union Electric Company has caused this certificate to be executed, acknowledged and sworn to by DONALD E. BRANDT, Senior Vice President, and attested by JAMES C.

THOMPSON, Secretary, and its corporate seal to be hereto affixed,
all on this 6th day of June, 1996.

UNION ELECTRIC COMPANY
By [Signature]
Senior Vice President

ATTEST:

[Signature]
Secretary

FILED AND CERTIFICATE
ISSUED

JUN 07 1996

[Signature]
REBECCA McDONELL COOK
SECRETARY OF STATE

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

DONALD E. BRANDT, first being duly sworn, upon his oath
states that he is a Senior Vice President of Union Electric
Company, that as such he executed the above certificate on behalf
of Union Electric Company, and that the statements contained
therein are true to the best of his knowledge, information and
belief.

[Signature]
Donald E. Brandt

Subscribed and sworn to before me this 6th day of June,
1996.

[Signature]
Notary Public



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

No. UUU40441

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF RETIREMENT

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT DUPLICATE COPIES OF A RESOLUTION OF

UNION ELECTRIC COMPANY

A MISSOURI CORPORATION RELATING TO RETIREMENT OF PREFERRED STOCK, HAVE BEEN RECEIVED IN THIS OFFICE.

THE SUBSTANCE THEREOF IS:

RETIREMENT OF 330,001 SHARES OF PREFERRED STOCK, \$7.44 SERIES, 300,000 SHARES OF \$6.40 SERIES, 6,240 SHARES OF \$6.30 SERIES & 3,000 SHARES OF \$5.50 SERIES B.

SAID RESOLUTION IS FOUND TO CONFORM TO LAW. ACCORDINGLY, I, BY THE VIRTUE OF THE AUTHORITY VESTED IN ME BY LAW, HEREBY ISSUE THIS CERTIFICATE OF RETIREMENT.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 15TH DAY OF APRIL, 1997.

Rebecca McDowell Cook
Secretary of State



\$25.00

**UNION ELECTRIC COMPANY
CERTIFICATE OF RETIREMENT OF
PREFERRED STOCK AND REDUCTION
OF STATED CAPITAL**

Union Electric Company, a corporation organized and existing under the laws of the State of Missouri, does hereby certify as follows:

1. The name of this corporation is Union Electric Company (hereinafter referred to as "Union Electric").

2. (a) On January 21, 1997, Union Electric redeemed the 330,001 outstanding shares of its Preferred Stock, \$7.44 Series.

(b) Union Electric has applied \$100.00 per share, being the stated value of the Preferred Stock, \$7.44 Series, or a total of \$33,000,100, out of its stated capital to the retirement of the 330,001 shares of Preferred Stock, \$7.44 Series.

3. (a) On January 21, 1997, Union Electric redeemed the 300,000 outstanding shares of its Preferred Stock, \$6.40 Series.

(b) Union Electric has applied \$100.00 per share, being the stated value of the Preferred Stock, \$6.40 Series, or a total of \$30,000,000 out of its stated capital to the retirement of the 300,000 shares of Preferred Stock, \$6.40 Series.

4. (a) On January 21, 1997, Union Electric redeemed the 6,240 outstanding shares of its Preferred Stock, \$6.30 Series.

(b) Union Electric has applied \$100.00 per share, being the stated value of the Preferred Stock, \$6.30 Series, or a total of \$624,000, out of its stated capital to the retirement of the 6,240 shares of Preferred Stock, \$6.30 Series.

5. (a) On January 21, 1997 Union Electric redeemed the 3,000 outstanding shares of its Preferred Stock, \$5.50 Series B.

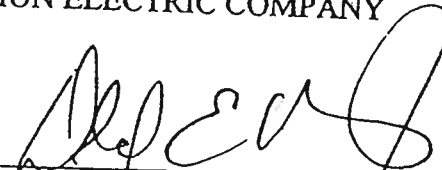
(b) Union Electric has applied \$100.00 per share, being the stated value of the Preferred Stock, \$5.50 Series B, or a total of \$300,000, out of its stated capital to the retirement of the 3,000 shares of Preferred Stock, \$5.50 Series B.

6. As a result of the retirement of 639,241 aggregate number of shares of Preferred Stock as described above, the number of outstanding shares of preferred stock of Union Electric has decreased from 3,434,336 to 2,795,095 and the preferred stock stated capital has been reduced from \$219,121,100 to \$155,197,000.

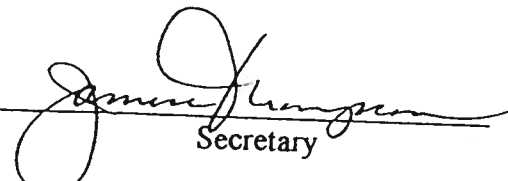
7. The assets of Union Electric remaining after said retirement of the aggregate of 639,241 shares of Preferred Stock were and now are sufficient to pay any debts of this corporation, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF, Union Electric Company has caused this certificate to be executed, acknowledged and sworn to by DONALD E. BRANDT, Senior Vice President, and attested by JAMES C. THOMPSON, Secretary, and its corporate seal to be hereto affixed, all on this 14th day of April, 1997.

UNION ELECTRIC COMPANY

By 
Senior Vice President

ATTEST:


Secretary

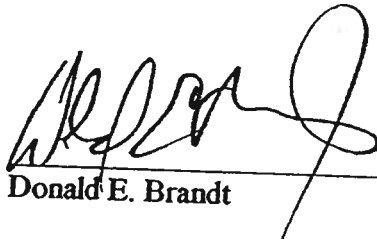
FILED AND CERTIFICATE
ISSUED

APR 15 1997


SECRETARY OF STATE

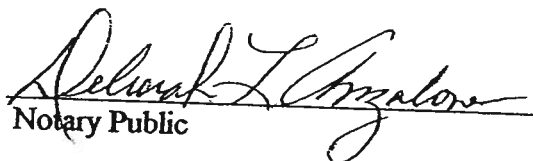
STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

DONALD E. BRANDT, first being duly sworn, upon his oath states that he is a Senior Vice President of Union Electric Company, that as such he executed the above certificate on behalf of Union Electric Company, and that the statements contained therein are true to the best of his knowledge, information and belief.


Donald E. Brandt

Subscribed and sworn to before me this 14th day of April, 1997.




Notary Public

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



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102
January 8, 1998

Re: UNION ELECTRIC COMPANY (00040441)

Dear Corporation:

This is to advise that on the above date we have filed for record in this office a Statement of Change in the number of directors from ten (10) to eleven (11). (Pursuant to Chapter 351.055(6) and 351.085.2(4) RSMo.)

Very truly yours,

REBECCA M. COOK
Secretary of State

Corporation Division
Amendment Desk

Ltr.#62



ROY D. BLUNT
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102

314 / 751-4609

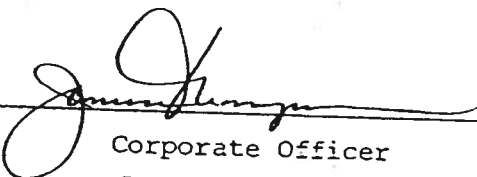
STATEMENT OF CHANGE IN NUMBER OF DIRECTORS
Sections 351.055(6), 351.085.1(4) and 351.315.3 RSMo
No filing fee - File one copy

Corporate Charter No. 40441

1. The name of the corporation is UNION ELECTRIC COMPANY

The name under which it was originally organized was MISSOURI ELECTRIC LIGHT AND POWER COMPANY

2. Effective December 31, 1997, the number of persons constituting its board of directors was changed from TEN (10) to ELEVEN (11).



Corporate Officer
James C. Thompson
Secretary

January 6, 1998
Date

#00040441

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
ARCH MERGER INC. (#00414846)

INTO:

UNION ELECTRIC COMPANY (#00040441)

Organized and Existing Under Law of Missouri
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected with

UNION ELECTRIC COMPANY (#00040441)

as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
31st Day of December, 1997.

Rebecca McDowell Cook
Secretary of State



\$30.00

STATE OF MISSOURI . . . OFFICE OF SECRETARY OF STATE
REBECCA COOK, Secretary Of State

ARTICLES OF MERGER
MERGING
ARCH MERGER INC.
WITH AND INTO
UNION ELECTRIC COMPANY

FILED AND CERTIFICATE
ISSUED

DEC 31 1997

Rebecca McDowell Cook
SECRETARY OF STATE

HONORABLE REBECCA COOK
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO. 65102

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That Arch Merger Inc. of Missouri
2. That Union Electric Company of Missouri

are hereby merged and that the above named Union Electric Company is the surviving corporation.

3. That the Board of Directors of Arch Merger Inc. met on August 11, 1995 and by resolution adopted by a majority vote of the members of such board approved the Agreement and Plan of Merger attached hereto as Exhibit 1.
4. That the Board of Directors of Union Electric Company met on August 11, 1995 and by resolution adopted by a majority vote of the members of such board approved the Agreement and Plan of Merger attached hereto as Exhibit 1.
5. The Agreement and Plan of Merger was approved by unanimous written consent of the two shareholders of Arch Merger Inc. dated August 16, 1995.
6. The Plan of Merger thereafter was submitted to a vote at the special meeting of the shareholders of Union Electric Company held on December 20, 1995. At such meeting there were 102,123,834 shares of common stock and 3,434,596 shares of preferred stock outstanding and entitled to vote and 75,091,584 voted in favor and 1,972,890 voted against said plan, with 28,493,956 shares abstaining or not voting.

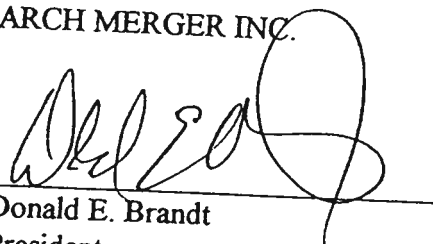
7. PLAN OF MERGER

- a. Union Electric Company of Missouri is the survivor.
- b. All of the property, rights, privileges, leases, and patents of Arch Merger Inc. are to be transferred to and become the property of Union Electric Company, the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
- c. The officers and board of directors of Union Electric Company shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.
- d. The outstanding shares of Arch Merger Inc. shall be exchanged for shares of Union Electric Company on the following basis: Each share of common stock of Arch Merger Inc. shall be converted into one share of common stock of Union Electric Company.
- e. The articles of incorporation of Union Electric Company shall be the articles of incorporation of the surviving corporation, until thereafter amended as provided by law and in such articles of incorporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

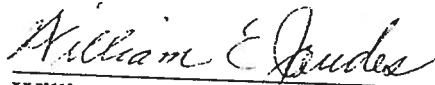
(NO SEAL)

ARCH MERGER INC.



Donald E. Brandt
President

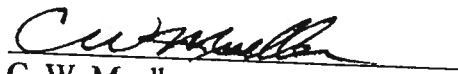
ATTEST:



William E. Jaudes
Secretary

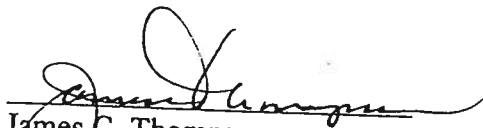
CORPORATE SEAL

UNION ELECTRIC COMPANY



C. W. Mueller
President & Chief Executive Officer

ATTEST:



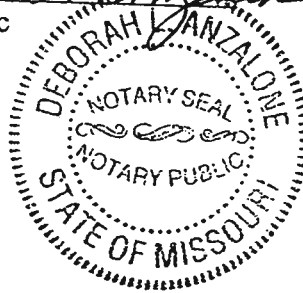
James C. Thompson
Secretary

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

I, Deborah L. Anzalone, a Notary Public, do hereby certify that on the 31st day of December, 1997, personally appeared before me DONALD E. BRANDT, who being by me first duly sworn, declared that he is the President of Arch Merger Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Deborah L. Anzalone
Notary Public

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



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

I, Deborah L. Anzalone, a Notary Public, do hereby certify that on the 31st day of December, 1997, personally appeared before me C. W. MUELLER, who being by me first duly sworn, declared that he is President and Chief Executive Officer of Union Electric Company, that he signed the foregoing document as President and Chief Executive Officer of the corporation, and that the statements therein contained are true.

Deborah L. Anzalone
Notary Public

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





STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102
May 4, 1998

Re: UNION ELECTRIC COMPANY (00040441)

Dear Corporation:

This is to advise that on the above date we have filed for record in this office a Statement of Change in the number of directors from eleven (11) to five (5). (Pursuant to Chapter 351.055(6) and 351.085.2(4) RSMo.)

Very truly yours,

REBECCA M. COOK
Secretary of State

Corporation Division
Amendment Desk

Ltr.#62



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102

ROY D. BLUNT
SECRETARY OF STATE

314 / 751-4609

STATEMENT OF CHANGE IN NUMBER OF DIRECTORS
Sections 351.055(6), 351.085.1(4) and 351.315.3 RSMo
No filing fee - File one copy

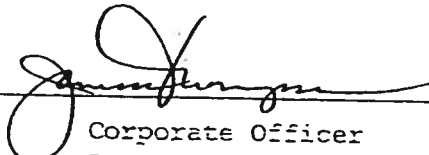
Corporate Charter No. 40441

1. The name of the corporation is UNION ELECTRIC COMPANY

The name under which it was originally organized was _____

MISSOURI ELECTRIC LIGHT AND POWER COMPANY

2. Effective April 28, 1998, the number of persons constituting its
board of directors was changed from ELEVEN to FIVE.



Corporate Officer
James C. Thompson
Secretary

April 30, 1998

Date

CF



State of Missouri

Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, MO 65102

RECEIVED

Corporation Division

JUL 06 1998

Statement of Change of Registered Agent or Registered Office

Rebecca McDowell Cook
SECRETARY OF STATE

INSTRUCTIONS

1. The filing fee for this change is \$10.00. Change must be filed in DUPLICATE.
2. P.O. Box may only be used in conjunction with Street, Route or Highway.
3. Agent and address must be in the State of Missouri.
4. If a corporation, officers (president or vice president and secretary or assistant secretary) must sign, and president's or vice president's signature must be notarized.
5. If limited partnership, general partner must sign and have their signature notarized.

Charter No. 40441

The undersigned corporation or limited partnership, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent "The General and Business Corporation Act of Missouri," or the "Missouri Uniform Limited Partnership Law," represents that:

(1) The name of the corporation/ltd. partnership is:

Union Electric Company

(2) The name of its registered agent before this change is:

William E. Jaudes

(3) The name of the new registered agent is: James J. Cook

(4) The address, including street number, if any, of its registered office before this change is:

1901 Chouteau Avenue, St. Louis, Missouri 63103

(5) Its registered office (including street number, if any change is to be made) is hereby CHANGED TO:

No Change

5) The address of its registered office and the address of the business office of its registered agent, as changed will be identical.

7) Such change was authorized by resolution duly adopted by the board of directors of the corporation or by the limited partnership.

IN WITNESS WHEREOF, the undersigned corporation or limited partnership has caused this report to be executed in its name by its President or Vice President of the corporation, or General Partner of the limited partnership, and attested to by the assistant secretary if a corporation on the 1st day of July, 1998.

Union Electric Company
Name of corporation or limited partnership

(CORPORATE SEAL)
If no seal, state "none"

By Steve Sullivan
President or Vice President of corporation
or
General Partner of limited partnership

Attest: [Signature]
Secretary or Assistant Secretary
of corporation

FILED

JUL 06 1998

[Signature]
SECRETARY OF STATE

State of Missouri
City of St. Louis } ss.

I, Barbara Lungwitz, a Notary Public, do hereby certify that on the 1st day of July, 1998, personally appeared before me Steve Sullivan who declares he/she is the President or Vice President of the corporation, or a General Partner of the limited partnership, executing the foregoing document, and being first duly sworn, acknowledged that he/she signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Barbara Lungwitz
Notary Public

(Notarial Seal)

My commission expires 9/2/99

My County of Commission _____

BARBARA LUNGWITZ
Notary Public — Notary Seal
STATE OF MISSOURI
City of St. Louis
My Commission Expires: September 2, 1999

No. 00040441

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

UNION ELECTRIC COMPANY

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 5th day of DECEMBER, 2002.


Secretary of State



No. 00040441

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF RETIREMENT

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that duplicate copies of a resolution of

UNION ELECTRIC COMPANY


a Missouri corporation relating to RETIREMENT OF PREFERRED STOCK, have been received in this office.

The substance thereof is:

RETIRING 1,657,500 SHARES OF ITS
PREFERRED STOCK, \$1.735 SERIES

Said resolution is found to conform to law. ACCORDINGLY, I, by the virtue of the authority vested in me by law, hereby issue this Certificate of RETIREMENT.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 2nd day of DECEMBER, 2002.


\$25.00 Secretary of State



**UNION ELECTRIC COMPANY
CERTIFICATE OF RETIREMENT OF
PREFERRED STOCK AND REDUCTION
OF STATED CAPITAL**

Union Electric Company, a corporation organized and existing under the laws of the State of Missouri, does hereby certify as follows:

1. The name of this corporation is Union Electric Company.
- 2.(a) On September 23, 2002, Union Electric Company redeemed the 1,657,500 outstanding shares of its Preferred Stock, \$1.735 Series.

(b) Union Electric Company has applied \$25.00 per share, being the stated value of the Preferred Stock, \$1.735 Series, or a total of \$41,437,500, out of its stated capital to the retirement of the 1,657,500 shares of Preferred Stock, \$1.735 Series.
3. As a result of the retirement of 1,657,500 shares of Preferred Stock as described above, the number of outstanding shares of preferred stock of Union Electric Company has decreased from 2,795,095 to 1,137,595 and the preferred stock stated capital has been reduced from \$155,197,000 to \$113,759,500.
4. The assets of Union Electric Company remaining after said retirement of the 1,657,500 shares of Preferred Stock were and now are sufficient to pay any debts of this corporation, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF, Union Electric Company has caused this certificate to be executed, acknowledged and sworn to by Jerre E. Birdsong, Vice President and Treasurer, and attested by Steven R. Sullivan, Secretary, and its corporate seal to be hereto affixed, all on this 25th day of November, 2002.

UNION ELECTRIC COMPANY

By *Jerre E. Birdsong*
Vice President and Treasurer

ATTEST:

Steven R. Sullivan
Secretary

FILED

DEC 02 2002

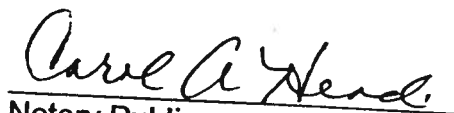
Matt Blunt
SECRETARY OF STATE

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

JERRE E. BIRDSONG, first being duly sworn, upon his oath states that he is the Vice President and Treasurer of Union Electric Company, that as such he executed the above certificate on behalf of Union Electric Company, and that the statements contained therein are true to the best of his knowledge, information and belief.


Jerre E. Birdsong

Subscribed and sworn to before me this 25 day of November, 2002.


Notary Public

CAROL A. HEAD
Notary Public - Notary Seal
STATE OF MISSOURI
St. Charles County
My Commission Expires: Sept. 23, 2006

RECEIVED

FEB 21 2003

State of Missouri

Matt Blunt, Secretary of State



Corporations Division
P.O. Box 778, Jefferson City, MO 65102

Matt Blunt
SECRETARY OF STATE

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

Statement of Change of Registered Agent and/or
Registered Office
By a Foreign or Domestic For Profit or Nonprofit Corporation

Instructions

1. This form is to be used by either a for profit or nonprofit corporation to change either or both the name of its registered agent and/or the address of its existing registered agent.
2. There is a \$10.00 fee for filing this statement. It must be filed in DUPLICATE.
3. P.O. Box may only be used in conjunction with a physical street address.
4. Agent and address must be in the State of Missouri.
5. The corporation may not act as its own agent.

Charter No. 00040441

(1) The name of the corporation is: Union Electric Company

(2) The address, including street and number, of its present registered office (before change) is:
1901 Chouteau Avenue, St. Louis, MO 63103
Address City/State/Zip

(3) The address, including street and number, of its registered office is hereby changed to:
One Ameren Plaza, 1901 Chouteau Avenue, St. Louis, MO 63103
Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

(4) The name of its present registered agent (before change) is: James J. Cook

(5) The name of the new registered agent is: Ronald K. Evans

Authorized signature of new registered agent must appear below:

(May attach separate originally executed written consent to this form in lieu of this signature)

(6) The address of its registered office and the address of the office of its registered agent, as changed, will be identical.

(7) The change was authorized by resolution duly adopted by the board of directors.

In affirmation of the facts stated above,

(Authorized signature of officer or, if applicable, chairman of the board)

Steven R. Sullivan

(Printed Name)

Secretary

(Title)

2-14-03

(month/day/year)

Corp. #59 (11/00)



Office of the Secretary of State
State of Missouri
Jefferson City
65101

MATT BLUNT
SECRETARY OF STATE

CORPORATIONS DIVISION
(866) 223-6535 TOLL FREE

May 28, 2004

Ameren Services
One Ameren Plaza 1901 Chouteau Avenue
St. Louis, MO 63166-6149

RE: UNION ELECTRIC COMPANY
00040441

Dear Corporation:

This is to advise that on the above date we have filed for record in this office a Statement of Change in the number of directors from five (5) to eleven (11).

(Pursuant to Chapter 351.055 (6) and 351.085.2 (4) RSMo.)

Denise Gerlt
P. O. Box 778
Jefferson City, MO 65102
(866) 223-6535
www.sos.mo.gov



File Number: 200415421101
00040441
Date Filed: 05/28/2004
Matt Blunt
Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Statement of Change in Number of Directors

Sections 351.055(6), 351.085.1(4) and 351.315.3 RSMo

No filing fee - File one copy

Corporate Charter No. 00040441

- The name of the Corporation is Union Electric Company
- Effective April 22, 2003, the number of persons constituting its board of directors was changed
month/day/year
 from five (5) to eleven (11)

Signature

Ronald K. Evans, Assistant Secretary

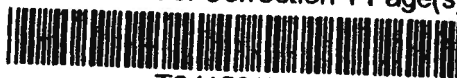
Printed Name

Title

Date

Form 61B
12/02

State of Missouri
Statement of Correction 1 Page(s)



T0415307024



Office of the Secretary of State
State of Missouri

MATT BLUNT
SECRETARY OF STATE

Jefferson City
65101

CORPORATIONS DIVISION
(866) 223-6535 TOLL FREE

May 28, 2004

UNION ELECTRIC COMPANY
One Ameren Plaza 1901 Chouteau Ave
St. Louis, MO 63103

RE: UNION ELECTRIC COMPANY
00040441

Dear Corporation:

This is to advise that on the above date we have filed for record in this office a Statement of Change in the number of directors from eleven (11) to six (6).

(Pursuant to Chapter 351.055 (6) and 351.085.2 (4) RSMo.)

Denise Gerlt
P. O. Box 778
Jefferson City, MO 65102
(866) 223-6535
www.sos.mo.gov



File Number: 200415421104
00040441
Date Filed: 05/28/2004
Matt Blunt
Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Statement of Change in Number of Directors

Sections 351.055(6), 351.085.1(4) and 351.315.3 RSMo

No filing fee -- File one copy

Corporate Charter No. 00040441

1. The name of the Corporation is Union Electric Company

2. Effective April 27, 2004, the number of persons constituting its board of directors was changed
month/day/year
 from eleven (11) to six (6)

Signature

Ronald K. Evans, Assistant Secretary

Printed Name

Title

Date

State of Missouri
Amend/Restate - Other 1 Page(s)



T0415415589

File Number: 200524153806
00040441
Date Filed: 08/29/2005
Robin Carnahan
Secretary of State



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

**Statement of Change of Registered Agent and/or Registered Office
By a Foreign or Domestic For Profit or Nonprofit Corporation or a Limited Liability Company**

Instructions

1. This form is to be used by either a for profit or nonprofit corporation or a limited liability company to change either or both the name of its registered agent and/or the address of its existing registered agent.
2. There is a \$10.00 fee for filing this statement.
3. P.O. Box may only be used in conjunction with a physical street address.
4. Agent and address must be in the State of Missouri.
5. The corporation may not act as its own agent.

Charter No. 00040441

(1) The name of the business entity is: Union Electric Company

(2) The address, including street and number, of its present registered office (before change) is:
One Ameren Plaza, 1901 Chouteau Avenue St. Louis, MO 63103
Address *City/State/Zip*

(3) The address, including street and number, of its registered office is hereby changed to:
500 East Independence Drive Union, MO 63084
Address *(P.O. Box may only be used in conjunction with a physical street address)* *City/State/Zip*

(4) The name of its present registered agent (before change) is: Ronald K. Evans

(5) The name of the new registered agent is: Kenneth L. Schmidt

Authorized signature of new registered agent must appear below:

Kenneth L. Schmidt
(May attach separate originally executed written consent to this form in lieu of this signature)

(6) The address of its registered office and the address of the office of its registered agent, as changed, will be identical.

(7) The change was duly authorized by the business entity named above.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Ronald K. Evans Ronald K. Evans
Authorized signature of officer or, if applicable, chairman of the board *Printed Name*

Assistant Secretary 8-29-2005
Title *month/day/year*

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

State of Missouri
Change/Resignation of Agent 1 Page(s)



T0524155831

50869



CHESTER J. CULVER
Secretary of State
State of Iowa

**STATEMENT OF CHANGE
OF REGISTERED OFFICE
AND/OR
REGISTERED AGENT**

Pursuant to Iowa law, the undersigned submits this Statement to change the business entity's registered office and/or registered agent in Iowa. Read the **INSTRUCTIONS** on the back of this form before completing the information and signing below.

1. The **NAME** of the business entity is: Union Electric Company

2. The **street address** of the **CURRENT** registered **OFFICE** as indicated on the Secretary of State's records is:
523 No. Water Street Keokuk IA 52832-5960
street city state zip

3. The **street address** of the **NEW** registered **OFFICE** is:
523 No. Water Street Keokuk IA 52832-5960
street city state zip

4. The **name** of the **CURRENT** registered **AGENT** as indicated on the Secretary of State's records is:
K. P. Blank
(If more than one AGENT is registered, indicate which one is being replaced.)

5. The **name** of the **NEW** registered **AGENT** is: Larry A. Weiman

6. If the **REGISTERED AGENT** has changed, the **NEW** Registered Agent must sign here, consenting to their appointment, or attach their written consent to this form.

L. A. Weiman
Signature of NEW Registered Agent

Complete **ONLY** if the Registered Agent changes.

7. If the **REGISTERED AGENT** changes the **street address of their business office** on this form here indicating that **NOTICE** of the change has been given to the business entity.

Signature of Registered Agent

Complete **ONLY** if the Registered Agent changes the street address of their business office.

FILED
IOWA
SECRETARY OF STATE
3-23-2006
11:14 PM
W457510

8. After any/all change(s) are made, the **street address of the registered office** and the **street address of the registered agent** will be identical.

9. Signature by authorized* representative: *Ronald K. Evans* Date: 3-23-2006
*See instruction #9 on back

PRINT Name and Title: Ronald K. Evans, Assistant Secretary (314) 554-2156
Name and Title Telephone Number

CORP. FILE



Office of the Secretary of State
State of Missouri

ROBIN CARNAHAN
SECRETARY OF STATE

Jefferson City
65101

CORPORATIONS DIVISION
(866) 223-6535 TOLL FREE

March 14, 2011

Ameren Energy
1901 Chouteau Ave., PO Box 66149
St. Louis, MO 63166

RE: UNION ELECTRIC COMPANY
00040441

Dear Corporation:

This is to advise that on the above date we have filed for record in this office a Statement of Change in the number of directors from six (6) to five (5).

(Pursuant to Chapter 351.055 (6) and 351.085.2 (4) RSMo.)

Secretary of State
Business Services Division
P. O. Box 778
Jefferson City, MO 65102
(866) 223-6535
www.sos.mo.gov

RECEIVED
MAR 23 2011
LEGAL DEPT.

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File Number:
00040441
Date Filed: 03/14/2011
Robin Carnahan
Secretary of State

March 9, 2011

Missouri Secretary of State
Business Services Division
P.O. Box 778
Jefferson, Missouri 65101

Re: **UNION ELECTRIC COMPANY**
Charter No.: 40441

Dear Sir or Madam:

This is to inform you that effective March 2, 2011, the number of persons constituting its board of directors for Union Electric Company, Charter No.: 40441, was changed from six (6) to five (5). I understand Form 61B no longer exists and a form filing is no longer required for this change; that it is strictly optional information. By way of this letter, we are simply notifying you of this change.

If you have any questions, please contact me at (314) 554-2021 or cflinn@ameren.com.

Yours very truly,

Carla J. Flinn
Corporate Paralegal
Legal Department

State of Missouri
Amend/Restate - Gen Bus 1 Page(s)



T1107511620

1901 Chouteau Avenue
PO Box 66149

St. Louis, MO 63166-6149

Ameren.com



May 12, 2011

Missouri Secretary of State
Business Services Division
P.O. Box 778
Jefferson, Missouri 65101

**Re: UNION ELECTRIC COMPANY
Charter No.: 40441**

Dear Sir or Madam:

This is to inform you that effective April 21, 2011, the number of persons constituting its board of directors for Union Electric Company, Charter No.: 40441, was changed from five (5) to seven (7). I understand Form 61B no longer exists and a form filing is no longer required for this change; that it is strictly optional information. By way of this letter, we are simply notifying you of this change.

If you have any questions, please contact me at (314) 554-2021 or cflinn@ameren.com.

Yours very truly,

A handwritten signature in cursive script that reads "Carla J. Flinn".

Carla J. Flinn
Corporate Paralegal
Legal Department



File Number:
00040441
Date Filed: 05/16/2011
Robin Carnahan
Secretary of State

May 12, 2011

Missouri Secretary of State
Business Services Division
P.O. Box 778
Jefferson, Missouri 65101

Re: **UNION ELECTRIC COMPANY**
Charter No.: 40441

Dear Sir or Madam:

This is to inform you that effective April 21, 2011, the number of persons constituting its board of directors for Union Electric Company, Charter No.: 40441, was changed from five (5) to seven (7). I understand Form 61B no longer exists and a form filing is no longer required for this change; that it is strictly optional information. By way of this letter, we are simply notifying you of this change.

If you have any questions, please contact me at (314) 554-2021 or cflinn@ameren.com.

Yours very truly,

Carla J. Flinn
Corporate Paralegal
Legal Department

State of Missouri
Amend/Restate - Other 1 Page(s)



T1113616537

1901 Chouteau Avenue
PO Box 66149

St. Louis, MO 63166-6149

Ameren.com



00040441

CERTIFICATE OF CORPORATE RECORDS

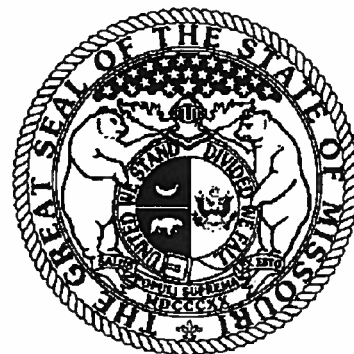
UNION ELECTRIC COMPANY

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 6th day of June, 2011

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 13886459-1 Reference: 6886-1
Verify this certificate online at <https://www.sos.mo.gov/businessentity/soskb/verify.asp>

File Number:
00040441
Date Filed: 06/03/2011
Robin Carnahan
Secretary of State

**UNION ELECTRIC COMPANY
CERTIFICATE OF RETIREMENT OF
PREFERRED STOCK AND REDUCTION
OF STATED CAPITAL**

Union Electric Company, a corporation organized and existing under the laws of the State of Missouri, does hereby certify as follows:

1. The name of this corporation is Union Electric Company.
2. (a) On August 10, 2010, Union Electric Company redeemed the 330,000 outstanding shares of its Preferred Stock, \$7.64 Series.

(b) Union Electric Company has applied \$100.85 per share, being the stated value of the Preferred Stock, \$7.64 Series, or a total of \$33,280,500, out of its stated capital to the retirement of the 330,000 shares of Preferred Stock, \$7.64 Series.
3. As a result of the retirement of 330,000 shares of Preferred Stock as described above, the number of outstanding shares of preferred stock of Union Electric Company has decreased from 1,137,595 to 807,595 and the preferred stock stated capital has been reduced from \$113,759,500.00 to \$80,759,500.00.
4. The assets of Union Electric Company remaining after said retirement of the 330,000 shares of Preferred Stock were and now are sufficient to pay any debts of this corporation, the payment of which has not been otherwise provided for.

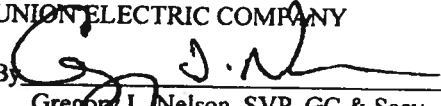
[remainder of page left intentionally blank – signature page follows]

State of Missouri
Amend/Restate - Gen Bus 2 Page(s)




IN WITNESS WHEREOF, Union Electric Company has caused this certificate to be executed, acknowledged and sworn to by Gregory L. Nelson, Senior Vice President, General Counsel and Secretary, and attested by Craig W. Stensland, Assistant Secretary, and its corporate seal to be hereto affixed, all on this 3rd day of June, 2011.

UNION ELECTRIC COMPANY

By 
Gregory L. Nelson, SVP, GC & Secy.

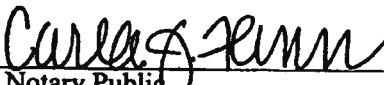
ATTEST:


Craig W. Stensland, Asst. Secy.

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

On this 3rd day of June in the year 2011, before me, Carla J. Flinn, a Notary Public in and for said State, personally appeared Gregory L. Nelson, the Senior Vice President, General Counsel and Secretary of Union Electric Company, a Missouri corporation, known to me to be the person who executed the within document, and did state that the seal affixed to the within instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and acknowledged to me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.


Notary Public

My Commission Expires: 4/20/2014



STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF RETIREMENT

I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify a resolution of

UNION ELECTRIC COMPANY
00040441


a Missouri corporation relating to RETIREMENT OF PREFERRED STOCK, have been received in this office

The substance thereof is:

RETIRING 330,000 SHARES OF ITS PREFERRED STOCK, \$7.64 SERIES

Said resolution is found to conform to law. Accordingly, I, by the virtue of the authority vested in me by law, hereby issue this Certificate of RETIREMENT.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
3rd day of June, 2011.


Secretary of State

