

**ARTICLES OF RESTATEMENT  
CENTRAL VERMONT PUBLIC SERVICE CORPORATION**

The undersigned Corporate Secretary of Central Vermont Public Service Corporation, a public utility corporation organized under Vermont law, hereby certifies that the corporation has restated its Articles of Incorporation in their entirety, pursuant to Section 10.07 of the Vermont Business Corporation Act, Title 11A of Vermont Statutes Annotated, as set forth in the Amended & Restated Articles of Incorporation attached hereto.

1. The name of the corporation is Central Vermont Public Service Corporation and remains unchanged.
2. The text of the Amended & Restated Articles of Incorporation is attached hereto.
3. The restatement was adopted by resolution of the corporation's board of directors, and was approved by the corporation's sole shareholder (all issued and outstanding shares of the corporation voted for the restatement).
4. The restatement was approved by order of the Vermont Public Service Board, pursuant to Section 104 of Title 30 of Vermont Statutes Annotated, in Docket No. \_\_\_\_\_, dated \_\_\_\_\_, 2012.
5. The restatement is effective as of \_\_\_\_\_, 2012.

Dated: \_\_\_\_\_, 2012

\_\_\_\_\_  
Duly authorized Corporate Secretary of  
Central Vermont Public Service Corporation

**AMENDED & RESTATED  
ARTICLES OF INCORPORATION**

**CENTRAL VERMONT PUBLIC SERVICE CORPORATION**

ARTICLE ONE  
CORPORATE NAME

The name of the corporation is Central Vermont Public Service Corporation.

ARTICLE TWO  
TYPE OF CORPORATION

The corporation is a general business corporation.

ARTICLE THREE  
CORPORATE PURPOSES

The corporation is authorized to do any lawful business.

ARTICLE THREE  
REGISTERED AGENT AND OFFICE

The registered office of the corporation is 30 Main Street, Sixth Floor, Burlington, VT 05401, and the registered agent at that address is Sheehy Furlong & Behm P.C.

ARTICLE FOUR  
FISCAL OPERATING YEAR

The fiscal operating year end of the corporation is the month of September.

ARTICLE FIVE  
SHARES

The number of shares the corporation is authorized to issue is 1,000 shares of a single class of common stock, no par value.

The foregoing Amended & Restated Articles of Incorporation were adopted by resolution of the corporation's board of directors and approved by its sole shareholder to be effective as the \_\_\_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Corporate Secretary