

**STATE OF MARYLAND
ARTICLES OF INCORPORATION
FOR A TAX-EXEMPT NON-STOCK CORPORATION**

FIRST: The name of the Corporation is Consumer Advocates of the PJM States, Inc.

SECOND: The resident agent and registered office of the corporation in the State of Maryland is Charles Acquard, Executive Director, National Association of State Utility Consumer Advocates, 8380 Colesville Road, Suite 101, Silver Spring, MD 20910.

THIRD: The purposes for which the corporation is formed are to promote the public interest and social welfare by:

1. Maintaining an organization of state advocate offices designated by the laws of their respective jurisdictions to advance the interests of utility consumers within the service territory of the PJM Interconnection L.L.C. (“PJM”), a regional transmission organization, in the PJM stakeholder process and before state and federal regulators and in the courts (herein referred to as “PJM State Consumer Advocate Agencies”).
2. Providing a means for the PJM State Consumer Advocate Agencies to act in concert, when deemed to be in the common interest of the consumer interests they represent, on activities such as data collection and dissemination, market monitoring, issue analysis and policy formation related to: (i) electricity markets organized by PJM; (ii) any stakeholder process involving entities with interests in matters related to PJM, PJM electricity markets, and the electricity grid serving the PJM service territory; (iii) the operations and planning of the electricity generation and transmission system serving the PJM service territory; and (iv) related Federal Energy Regulatory Commission (“FERC”) matters.
3. Advocate on behalf of and take other such actions that are deemed to be in the interests of the consumers of the PJM service territory, as determined by each individual state consumer advocate agency.

The corporation is a non-profit corporation organized exclusively for the promotion of social welfare within the meaning of section 501(c) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings or property of the corporation shall inure to the benefit of or be distributed to, the corporation's members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Notwithstanding any other provision of this certificate of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, as amended from time to time, or (ii) by a corporation contributions to which are deductible under Section 170 of the Internal Revenue code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

FOURTH: The Corporation shall not have any capital stock. The conditions of membership shall be stated in the bylaws.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors. The number and manner of election of directors shall be as provided in the bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Maryland, the board of directors is authorized to make, amend and repeal the bylaws.

SIXTH: No director of the corporation shall be liable to the corporation or any member for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the corporation (ii) for act or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 5-418 of the Courts and Judicial Proceedings Article of Maryland, or (iv) for any transaction from which the director derived an improper personal benefit. This article shall not eliminate or limit the liability of a director for any act or omission occurring before the time this article became effective.

SEVENTH: The name and address of the incorporators are:

David Stippler, Indiana Utility Consumer Counselor
Indiana Office of Utility Consumer Counselor
PNC Center
115 W. Washington St., Suite 1500 South
Indianapolis, Indiana 46204

Paula M. Carmody, Maryland People's Counsel
Maryland Office of People's Counsel
6 St. Paul Street, Suite 2102
Baltimore, Maryland 21202

Byron L. Harris, Director
Consumer Advocate Division
723 Kanawha Boulevard, East
Union Building, Suite 700
Charleston, West Virginia 25301

EIGHTH: The names and addresses of the initial directors of the corporation are:

David Stippler, Indiana Utility Consumer Counselor
Indiana Office of Utility Consumer Counselor

PNC Center
115 W. Washington St., Suite 1500 South
Indianapolis, Indiana 46204

Paula M. Carmody, Maryland People's Counsel
Maryland Office of People's Counsel
6 St. Paul Street, Suite 2102
Baltimore, Maryland 21202

Byron L. Harris, Director
Consumer Advocate Division
723 Kanawha Boulevard, East
Union Building, Suite 700
Charleston, West Virginia 25301

NINTH:

(i) To the maximum extent permitted by applicable law, no member, delegate, director, officer, employee or agent of the corporation shall be liable for any act, error, omission, debt or obligation of the corporation except as such person may be liable by reason of his own acts.

(ii) To the maximum extent permitted by law, as the same exists or may hereafter be amended, the corporation shall indemnify any officer or director of the corporation and may indemnify any member, delegate, agent, employee or other person who may be indemnified from and against any expenses (including attorneys' fees), liabilities, losses, costs, damages or other matters reasonably incurred in any threatened, pending or completed action, suit or other proceeding arising out of such person's status, acts, errors or omissions on behalf of the corporation. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled, whether as a matter of law, under the bylaws of the corporation, by agreement, vote or otherwise, and such indemnification shall continue as to a person who has ceased to be a director or officer of the corporation and shall insure to the benefit of his or her heirs, executors and personal and legal representatives.

(iii) To the maximum extent permitted by law, the acts or omissions on behalf of the corporation of any member, delegate, director, officer, or agent of the corporation who is a state, state agency or an officer, employee or member of a state or state agency shall be deemed to be in connection with the performance of any official duty involving the exercise of discretion and subject to applicable laws affording immunity from suit or other action, indemnification or a limitation of liability.

IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act.

Signatures of Incorporators:

David Stippler, Indiana Utility Consumer
Counselor

Paula M. Carmody, Maryland People's
Counsel

Byron L. Harris, Director
Consumer Advocate Division of West Virginia

Filing Parties return address:

Consumer Advocates of the PJM States, Inc.
c/o Charles Acquard, Executive Director,
National Association of State Utility Consumer
Advocates
8380 Colesville Road, Suite 101, Silver Spring,
MD 20910

I hereby consent to my designation in this
document as a resident agent for this
corporation.

Signature of resident agent listed in Second
Article of Incorporation:

Charles Acquard, Executive Director, National
Association of State Utility Consumer
Advocates
8380 Colesville Road, Suite 101, Silver Spring,
MD 20910