

CERTIFICATE OF MERGER

OF

COMMONWEALTH GAS PIPELINE CORPORATION

INTO

COLUMBIA GAS TRANSMISSION CORPORATION

(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)

12-11-90

FILED  
JAN - 4 1991  
IN THE OFFICE OF  
SECRETARY OF STATE  
WEST VIRGINIA

COLUMBIA GAS TRANSMISSION CORPORATION hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) COMMONWEALTH GAS PIPELINE CORPORATION ("Commonwealth"), a Virginia corporation; and
  - (b) COLUMBIA GAS TRANSMISSION CORPORATION ("Transmission"), a Delaware corporation.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by Commonwealth and by Transmission in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Columbia Gas Transmission Corporation.
4. The Restated Certificate of Incorporation of Transmission shall be the certificate of incorporation of the surviving corporation.
5. The surviving corporation is a corporation of the State of Delaware.
6. The executed agreement of merger is on file at the principal place of business of Transmission at 1700 MacCorkle Avenue, S.E., Charleston, West Virginia 25314.
7. A copy of the agreement of merger will be furnished by Transmission, on request and without cost, to the sole stockholder of Commonwealth and Transmission.

BOOK 479 PAGE 728

8. The authorized capital stock of Commonwealth is 50,100 shares of Common Stock, \$10 par value.

IN WITNESS WHEREOF, Transmission has caused this certificate to be signed by R. Larry Robinson, its President, and attested by Giles D. H. Snyder, its secretary, on the 26th day of October, 1990.

COLUMBIA GAS TRANSMISSION CORPORATION

By R. Larry Robinson  
President

ATTEST:

By

Giles D. H. Snyder  
Secretary

CWL\AGMT\CGPC.WP

This instrument was presented to the Clerk of the County Commission of Kanawha County, West Virginia, on JAN 8 1991 and the same is admitted to record.

Testo: Alma G. Hays Clerk  
Kanawha County Commission



*I, Ken Heckler, Secretary of State of the  
State of West Virginia, hereby certify that*

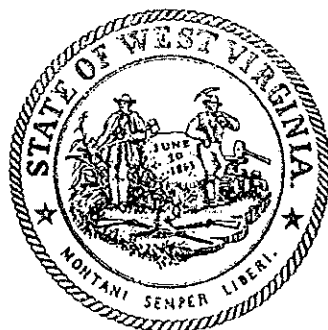
the following and attached is a true and exact copy of the  
articles of merger of Commonwealth Gas Pipeline Corporation,  
a non-qualified Virginia corporation and Columbia Gas  
Transmission Corporation, a qualified Delaware corporation.

Therefore, I hereby grant this CERTIFICATE OF MERGER, merging  
Commonwealth Gas Pipeline Corporation with and into Columbia  
Gas Transmission Corporation, the survivor.

*Given under my hand and the  
Great Seal of the State of  
West Virginia, on this*

*fourth day of  
January 1991*

*Ken Heckler*



*Key Cards Cherry et al*

*Secretary of State*  
Office of the Secretary of State  
100 North Capitol Building  
Martinsburg, West Virginia 26001  
Phone: (304) 271-1234  
Fax: (304) 271-1235  
E-mail: sec.state@wv.gov



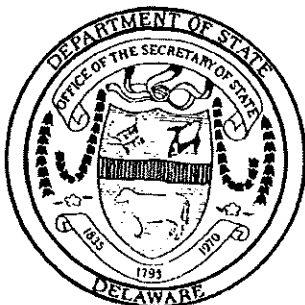
FILED  
JAN - 4 1991  
IN THE OFFICE OF  
SECRETARY OF STATE  
WEST VIRGINIA

# Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "COMMONWEALTH GAS PIPELINE CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, MERGING WITH AND INTO "COLUMBIA GAS TRANSMISSION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "COLUMBIA GAS TRANSMISSION CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 1990, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1 1



720362104

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION:

12905747

DATE:

12/28/1990

094288

EX 1092 PG 0859

PAGE 1

State of Delaware



## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "COMMONWEALTH GAS PIPELINE CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, MERGING WITH AND INTO "COLUMBIA GAS TRANSMISSION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "COLUMBIA GAS TRANSMISSION CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 1990, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

| | | | |



720345113

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION:

12884212

DATE:

12/11/1990

3/35434

CERTIFICATE OF MERGER  
OF  
COMMONWEALTH GAS PIPELINE CORPORATION  
INTO  
COLUMBIA GAS TRANSMISSION CORPORATION  
(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)

COLUMBIA GAS TRANSMISSION CORPORATION hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) COMMONWEALTH GAS PIPELINE CORPORATION ("Commonwealth"), a Virginia corporation; and
  - (b) COLUMBIA GAS TRANSMISSION CORPORATION ("Transmission"), a Delaware corporation.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by Commonwealth and by Transmission in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Columbia Gas Transmission Corporation.
4. The Restated Certificate of Incorporation of Transmission shall be the certificate of incorporation of the surviving corporation.
5. The surviving corporation is a corporation of the State of Delaware.
6. The executed agreement of merger is on file at the principal place of business of Transmission at 1700 MacCorkle Avenue, S.E., Charleston, West Virginia 25314.
7. A copy of the agreement of merger will be furnished by Transmission, on request and without cost, to the sole stockholder of Commonwealth and Transmission.

8. The authorized capital stock of Commonwealth is 50,100 shares of Common Stock, \$10 par value.

IN WITNESS WHEREOF, Transmission has caused this certificate to be signed by R. Larry Robinson, its President, and attested by Giles D. H. Snyder, its secretary, on the 26th day of October, 1990.

COLUMBIA GAS TRANSMISSION CORPORATION

By R. Larry Robinson  
President

ATTEST:

By Giles D. H. Snyder  
Secretary

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TAURUS MERGER SUB INC.", A DELAWARE CORPORATION,  
WITH AND INTO "COLUMBIA PIPELINE GROUP, INC." UNDER THE NAME OF "COLUMBIA PIPELINE GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2016, AT 8:13 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2016 AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5592625 8100M  
SR# 20164718332

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202585169  
Date: 06-30-16



**CERTIFICATE OF MERGER**

**OF**

**TAURUS MERGER SUB INC.**

**(a Delaware corporation)**

**WITH AND INTO**

**COLUMBIA PIPELINE GROUP, INC.**

**(a Delaware corporation)**

**June 30, 2016**

Pursuant to Title 8, Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Columbia Pipeline Group, Inc., the undersigned corporation, executed the following Certificate of Merger and hereby certifies to the following:

1. The name and state of incorporation of each of the constituent corporations (collectively, the "Constituent Corporations") of the Merger (as defined below) are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Columbia Pipeline Group, Inc.	Delaware
Taurus Merger Sub Inc.	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 17, 2016, among Columbia Pipeline Group, Inc., a Delaware corporation (the "Corporation"), TransCanada PipeLines Limited, a Canadian corporation ("Parent"), TransCanada PipeLine USA Ltd., a Nevada corporation and a wholly owned subsidiary of Parent ("US Parent"), Taurus Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of US Parent ("Merger Sub"), and, solely for the purposes of Section 3.02, Section 5.02, Section 5.09 and Article VIII of the Merger Agreement, TransCanada Corporation, a Canadian corporation and the direct parent company of Parent, which Merger Agreement provides for the merger of Merger Sub with and into the Corporation (the "Merger"), has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Title 8, Section 251(c) of the DGCL (and, with respect to Merger Sub, by the written consent of its sole stockholder in accordance with Title 8, Section 228(a) of the DGCL).

3. The surviving corporation (the "Surviving Corporation") in the Merger shall be the Corporation and the name of the Surviving Corporation upon the effective time of the Merger as specified in this Certificate of Merger shall be "Columbia Pipeline Group, Inc."
4. The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A hereto upon the effective time of the Merger as specified in this Certificate of Merger.
5. An executed copy of the Merger Agreement is on file at 5151 San Felipe St., Suite 2500, Houston, Texas 77056, the principal place of business of the Surviving Corporation.
6. An executed copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of either of the Constituent Corporations.
7. The Merger shall be effective at 12:01 a.m., Eastern Daylight Time, on July 1, 2016.

**[Signature Page Follows]**

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer as of the date first written above.

Columbia Pipeline Group, Inc.

By 

Name: Steven B. Nickerson  
Title: Vice President, Deputy  
General Counsel and Corporate  
Secretary

*[Signature Page to Certificate of Merger]*

Exhibit A

**SECOND RESTATED CERTIFICATE OF INCORPORATION  
OF  
COLUMBIA PIPELINE GROUP, INC.**

1. The name of the corporation is: Columbia Pipeline Group, Inc.
2. The address of its registered office in the State of Delaware is:  
  
Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.  
  
The name of its registered agent at such address is: The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:  
  
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is ten million one thousand (10,001,000) shares of common stock, and the par value of each of such shares is one cent (\$0.01).
5. Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.
6. The corporation is to have perpetual existence.
7. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.
8. The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is

otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding), the corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors of the corporation. Any amendment, repeal or modification of this Section shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

9. Expenses (including attorneys' fees) of each Covered Person hereunder indemnified reasonably incurred in investigating and defending any Proceeding or threat thereof shall be paid by the corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such Covered Person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized herein.
10. The rights to indemnification and advancement of expenses conferred in Sections 8 and 9 of this Second Restated Certificate of Incorporation shall neither be exclusive of, nor be deemed in limitation of, any rights to which any officer or director may otherwise be or become entitled or permitted under this Second Restated Certificate of Incorporation, the bylaws of the corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.
11. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Second Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
12. To the fullest extent permitted by law, a director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged

liability of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

13. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend or repeal the bylaws or adopt new bylaws without any action on the part of the stockholders; provided that any bylaws adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered or repealed by the stockholders.



## Business Entity Details

### Main

Name: COLUMBIA GAS TRANSMISSION, LLC			Organization Number: 6279	
Type: LLC	Sec Type:	City: HOUSTON	Class: P	Ch Type: F
Eff Date: 5/27/1971	File Date: 5/27/1971	Term Date:	Term Reason:	AW/Term: A
CH County:	Ch State: DE	Bus Purp: 4862	Ex Acres: 0	Term Yrs:
Auth Shrs:	Cap Stck:	Status: Active	Par Val:	MGMT: MBR

### Addresses

Principal Office Address:	Name:	Addr1: 700 LOUISIANA STREET, STE 700	Addr2:	City: HOUSTON	State: TX	Zip: 77002
Notice of Process Address:	Name: CORPORATION SERVICE COMPANY	Addr1: 209 W. WASHINGTON STREET	Addr2:	City: CHARLESTON	State: WV	Zip: 25302
Mailing Address:	Name:	Addr1: 700 LOUISIANA STREET, STE 700	Addr2:	City: HOUSTON	State: TX	Zip: 77002
Mailing Address:	Name:	Addr1:	Addr2:	City:	State:	Zip:

### Officers

Member:	Name: CPG OPCO LP	Addr1: 700 LOUISIANA STREET, STE 700	Addr2:	City: HOUSTON	State: TX	Zip: 77002
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### DBAs

No Records Found.

## Names

Change Date	Old Name
1/30/2009	COLUMBIA GAS TRANSMISSION CORPORATION

## Mergers

No Records Found.

## Subsidiaries

Name:	Addr1: 801 E 86TH	Addr2:	City:	State:	Country:	Zip:
NISOURCE, INC	AVENUE		MERRILLVILLE	IN	USA	46410

## Amendments

Amendment Date	Amendment
1/30/2009	CONVERSION FILED CHANGING NAME FROM COLUMBIA GAS TRANSMISSION CORPORATION
11/19/1997	AMEND TO ARTICLES OF INCORPORATION
1/4/1991	MERGER; MERGING COMMONWEALTH GAS PIPELINE CORPORATION, A NON QUAL VA CORP, WITH AND INTO COLUMBIA GAS TRANSMISSION CORPORATION, A QUAL DE CORP, THE SURVIVOR.
11/14/1984	AMENDMENT: TO THE ARTICLES OF INCORPORATION.
3/31/1982	AMENDMENT: TO THE ARTICLES OF INCORPORATION.
3/2/1982	AMENDMENT: CERTIFICATE OF AMENDMENT
7/12/1973	AMENDMENT: CERTIFICATE OF AMENDMENT; ROLL 73
6/5/1973	AMENDMENT: CERTIFICATE OF INCORPORATION; ROLL 72.
1/23/1973	MERGER AMENDMENT: THE PRESTON OIL COMPANY MERGED WITH AND INTO COLUMBIA GAS TRANSMISSION CORPORATION; ROLL 67.
7/29/1971	MERGER AMENDMENT: DUPLICATION OF ABOVE MENTIONED MERGER; ROLL 49
6/29/1971	



MERGER: ATLANTIC SEABORD CORP., A DE CORP., CUMBERLAND AND ALLEGHENY GAS COMPANY, A WV CORP., THE MANUFACTURERS LIGHT AND HEAT COMPANY, A PA CORP., UNITED FUEL GAS COMPANY, A WV CORP., HOME GAS COMPANY, A NY CORP., KENTUCKY GAS TRANSMISSION CORPORATION, A DE CORP AND THE OHIO FUEL GAS COMPANY, AN OH CORP, MERGED WITH AND INTO COLUMBIA GAS TRANSMISSION CORPORATION, THE SURVIVOR. ROLL 48

## Dissolutions

No Records Found.

## Annual Reports

Filing For	Date Filed
2017	6/1/2017
2016	5/17/2016
2015	4/28/2015
2014	4/30/2014
2013	6/19/2013
2012	1/5/2012
2011	2/8/2011
2010	2/4/2010
2009	9/5/2008
2008	10/26/2007
2007	5/17/2007
2005	2/17/2005
2004	5/28/2004
2003	4/16/2003
2002	1/28/2002
2001	7/27/2000
2000	
1999	

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Organizational Chart for Columbia Gas Transmission, LLC  
(Simplified Version 1-18-2018)

