

State of New Hampshire

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William M. Gardner
Secretary of State

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Use black print or type.

Form must be single-sided, on 8½" x 11" paper;
double sided copies will not be accepted.

Form 16-A
RSA 293-A:10.07

RESTATED ARTICLES OF INCORPORATION INCLUDING DESIGNATED AMENDMENT(S)

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING RESTATED ARTICLES OF INCORPORATION, INCLUDING DESIGNATED AMENDMENT(S):

FIRST: The name of the corporation as presently recorded is PENNICHUCK CORPORATION

SECOND: Attached are the restated articles of incorporation, as amended, including the designated amendments.

THIRD: If the amendment(s) provides for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment(s);

All shares of common stock issued prior to January 25, 2012 shall no longer be deemed outstanding and shall automatically be canceled and retired and shall cease to exist pursuant to Section 2.01(c) of that certain Agreement and Plan of Merger, dated November 11, 2010, between The City of Nashua, New Hampshire, Pennichuck Corporation and Nashua Water Acquisition Corporation.

FOURTH: Except for the designated amendment(s) to article(s) (Note 1) II, III, IV, V, VI, VII, VIII, IX, X, XI, the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as previously amended and the restated articles of incorporation together with the amendment(s) designated herein supersede the original articles of incorporation and all amendments to the articles.

FIFTH: (Check one)

The restated articles contain amendment(s) adopted by the board of directors and did not require shareholder approval.

The restated articles contain amendment(s) which required shareholder approval.

SIXTH: The amendment(s) were adopted on June 15, 2011
(date)

State of New Hampshire
Form 16A - Restated Articles with Designated Amendments 5 Page(s)



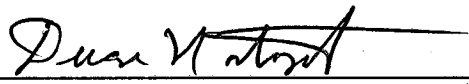
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SEVENTH: The amendment(s) were approved by the shareholders. (Note 2)

<u>Designation of voting group</u>	<u>Number of shares outstanding</u>	<u>Number of votes entitled to be cast</u>	<u>Number of votes indisputably represented at the meeting</u>
common	4,681,427	4,681,427	3,809,704

<u>Designation of voting group</u>	<u>Total number of votes cast:</u>		<u>OR</u>	<u>Total number of undisputed votes cast FOR</u>
	<u>FOR</u>	<u>AGAINST</u>		
common	3,307,005	495,818		

EIGHTH: The number cast for the amendment(s) by each voting group was sufficient for approval.


 _____ (Note 3)
 (Signature)
 Duane C. Montopoli

 (Print or type name)
 President and Chief Executive Officer
 _____ (Note 3)
 (Title)
 Date signed: January 25, 2012

- Notes:
1. Here insert Restated Article NUMBER(S) which are being amended at this time.
 2. All sections under "THIRD" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
 3. Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee with DATED AND SIGNED ORIGINAL to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PENNICHUCK CORPORATION

ARTICLE I - NAME

The name of the corporation is PENNICHUCK CORPORATION.

ARTICLE II – CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 1000 shares of Common Stock with a par value of \$0.01 per share. The acquisition, ownership and exercise of all of the rights of the capital stock of the Corporation by the City of Nashua, New Hampshire (the “City of Nashua”) are authorized pursuant to Chapter 347, Section 5 of the 2007 Laws of New Hampshire, as amended by Chapter 1, Section 118 of the 2010 Special Session Laws of New Hampshire (the “Special Legislative Authorization”).

ARTICLE III – REGISTERED AGENT AND ADDRESS

The name of the Corporation’s initial registered agent, and the address of the initial registered office of the Corporation is Paul R. Bergeron, City Clerk, 229 Main Street, Nashua, New Hampshire 03060.

ARTICLE IV – SECURITIES LAW STATEMENT

The capital stock of the Corporation will be sold or offered for sale within the meaning of the New Hampshire Uniform Securities Act (RSA 421-B).

ARTICLE V – PURPOSES AND POWERS

The Corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under the New Hampshire Business Corporation Act, and such purposes and powers shall be subject to the provisions of the Special Legislative Authorization.

ARTICLE VI – SOLE SHAREHOLDER

The sole holder of all of the outstanding shares of the capital stock of the Corporation shall be the City of Nashua (the “Sole Shareholder”), and all powers and rights of such shares of capital stock shall be exercised by the Sole Shareholder pursuant to the authority and provisions of the Special Legislative Authorization. The Sole Shareholder shall exercise such powers and rights pursuant to vote of the Board of Aldermen of the City of Nashua, considered and adopted in accordance with applicable law and the provisions of the City Charter.

ARTICLE VII – BY-LAWS

The procedures and policies for the internal governance of the Corporation shall be as set forth in the By-Laws of the Corporation, as amended and restated, from time to time.

ARTICLE VIII – BOARD OF DIRECTORS

The Sole Shareholder determines pursuant to the Special Legislative Authority that, subject to the Reserved Powers as set forth in Article VIII hereof, the construction, management, control and direction of the Corporation shall be vested in a Board of Directors (hereinafter, the “Board”). The composition of the Board and the election and appointment of members of the Board shall be in accordance with the By-Laws. The compensation (if any) of any member of the Board shall be determined, fixed and approved by the Sole Shareholder.

ARTICLE IX – RESERVED POWERS

The actions of the Board designated in this Article VIII are subject to powers reserved to the Sole Shareholder (each such action is referred to individually as a “Reserved Power” and collectively referred to as the “Reserved Powers”). Notwithstanding any other provision of these Articles or the By-Laws, no act shall be taken, sum expended, decision made or obligation incurred by the Corporation with respect to a matter within the scope of any of the Reserved Powers unless and until the same has been approved by the Sole Shareholder.

The Reserved Powers referred to in this Article VIII shall be the following:

- (1) any action to change to the name of the Corporation or to the name of any corporation, partnership, or limited liability company directly or indirectly wholly-owned by the Corporation (such entities are referred to herein as the “Subsidiaries”);
- (2) any action to amend to the By-Laws of the Corporation or any of the Subsidiaries;
- (3) any action to (A) create, incur or assume any indebtedness for borrowed money or guarantee any such indebtedness of any person, (B) issue or sell any debt securities or warrants or other rights to acquire any debt securities of the Corporation or any of its Subsidiaries, or (C) guarantee any debt securities of any person;
- (4) any action to authorize the Corporation or any of the Subsidiaries to merge or consolidated with or into, or acquire all or substantially all of the assets of, any corporation, partnership, limited liability company, or any other business entity or person;
- (5) any action to sell, lease, transfer or otherwise dispose of all or any substantial part of the assets (whether in a single transaction or series of transactions during any consecutive 12-month period) of the Corporation or any of the Subsidiaries other than in the ordinary course of the business of the Corporation or any of the Subsidiaries; and

- (6) any action to make any loan or advance to any person or purchase or otherwise acquire any capital stock, obligations or other securities of, or make any capital contribution to, or otherwise invest in, any person other than the Subsidiaries.

ARTICLE X – LIMITATION OF LIABILITY

A director or an 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, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 8.33 of the New Hampshire Business Corporation Act, or (iv) for any transaction from which the director derived any improper personal benefit. If the New Hampshire Business Corporation Act is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the New Hampshire Business Corporation Act, as so amended. Any repeal or modification of Article IX by the Sole Shareholder of the Corporation shall not adversely affect any right or protection of a director or an officer of the corporation existing at the time of such repeal or modification.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended only by action of the Sole Shareholder.