

LAW OFFICES  
**BRYDON, SWEARENGEN & ENGLAND**

PROFESSIONAL CORPORATION

312 EAST CAPITOL AVENUE

P.O. BOX 456

JEFFERSON CITY, MISSOURI 65102-0456

TELEPHONE (573) 635-7166

FACSIMILE (573) 635-0427

Email: PAULB@BRYDONLAW.COM

DAVID V.G. BRYDON  
JAMES C. SWEARENGEN  
WILLIAM R. ENGLAND, III  
JOHNNY K. RICHARDSON  
GARY W. DUFFY  
PAUL A. BOUDREAU  
SONDRA B. MORGAN  
CHARLES E. SMARR

DEAN COOPER  
MARK G. ANDERSON  
TIMOTHY T. STEWART  
GREGORY C. MITCHELL  
BRIAN T. MCCARTNEY  
BRIAN K. BOGARD

OF COUNSEL  
RICHARD T. CIOTTONI

December 21, 2001

**FILED<sup>2</sup>**

DEC 21 2001

Mr. Dale Hardy Roberts, Secretary  
Public Service Commission  
Governor Office Building  
200 Madison Street, Suite 100  
P.O. Box 360  
Jefferson City, MO 65102-0360

Missouri Public  
Service Commission

**Re: In the Matter of the Application of UtiliCorp United Inc. for Authority to  
Merge to Effect a Name Change  
Case No. EM-2002-297**

Dear Mr. Roberts:

On behalf of UtiliCorp United Inc., enclosed for filing in the above-referenced matter please find an original and eight (8) copies of an Application. A copy has also been hand-delivered to the Office of the Public Counsel this date.

I would appreciate it if you would see that copies are delivered to the appropriate Commission personnel. I have enclosed two receipt copies of the Application, each of which I request you stamp "filed" and return to the person delivering this filing to you.

If you have any questions concerning this filing, please do not hesitate to give me a call. Thank you for your assistance in this matter.

Sincerely,

BRYDON, SWEARENGEN & ENGLAND, P.C.

By:

  
Paul A. Boudreau

PAB/aw  
Enclosures

cc: Office of the General Counsel  
Office of the Public Counsel

FILED<sup>2</sup>

DEC 21 2001

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

Missouri Public  
Service Commission

In the Matter of the Application of UtiliCorp           )  
United Inc., a Delaware Corporation, for                )  
Authority to Merge to Effect a Name Change.           )

Case No. EM- 2002-297

APPLICATION

COMES NOW UtiliCorp United Inc. ("UtiliCorp"), pursuant to Section 393.190 RSMo. 2000 and 4 CSR 240-2.060, and for its Application to the Missouri Public Service Commission (the "Commission"), states that:

1. UtiliCorp is a Delaware corporation, in good standing in all respects, with its principal office and place of business at 20 West Ninth Street, Kansas City, Missouri 64105-1704. UtiliCorp is authorized to conduct business in Missouri through its Missouri Public Service ("MPS") and St. Joseph Light & Power ("SJLP") operating divisions and, as such, is engaged in providing electrical, natural gas and industrial steam utility service in those areas certificated to it by the Commission as provided by law. UtiliCorp's Certificate of Incorporation and Amended Certificate of Authority to do business in this state as a foreign corporation have been filed with the Commission in Case No. EM-87-6 and said documents are incorporated herein by reference, collectively, in accordance with 4 CSR 240-2.060(1)(G), and made a part hereof for all purposes.

2. UtiliCorp Renaming Corporation ("URC") is a Delaware corporation, in good standing in all respects, with its principal office and place of business at 20 West Ninth Street, Kansas City, Missouri 64105-1704. URC has been incorporated by UtiliCorp for the special purpose of effecting a name change through a statutory merger as hereinafter described. URC is not currently conducting any business in Missouri or elsewhere.

3. Pleadings, notices, orders and other correspondence and communications concerning this Application should be addressed to:

Mr. Brogan T. Sullivan  
Senior Corporate Counsel  
UtiliCorp United Inc.  
20 West Ninth Street  
Kansas City, MO 64105-1704  
Telephone (816) 467-3659  
Facsimile (816) 783-5175

Mr. Paul A. Boudreau  
Brydon, Swearengen & England P.C.  
312 East Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102  
Telephone (573) 635-7166  
Facsimile (573) 635-0427

4. In accordance with Commission Rule 4 CSR 240-2.060(1)(C), UtiliCorp has marked as Appendix 1, attached hereto and made a part hereof for all purposes, a Certificate of Corporate Good Standing-Foreign Corporation, from the Missouri Secretary of State and a copy of a Certificate from the Missouri Secretary of State evidencing that UtiliCorp is authorized to do business in the State of Missouri.

5. In accordance with Commission Rule 4 CSR 240-2.060(1)(E), UtiliCorp has attached hereto marked as Appendix 2 and Appendix 3, respectively, attached hereto and made a part hereof for all purposes, copies of the Registrations of Fictitious Name of MPS and SJLP on file with the Missouri Secretary of State's Office.

6. In accordance with Commission Rules 4 CSR 240-2.060(1)(K) and 4 CSR 240-2.085 (2), UtiliCorp has attached hereto under seal, marked as Appendix 4, attached hereto and made a part hereof for all purposes, a statement of all pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application.

7. In accordance with Commission Rule 4 CSR 240-2.060(1)(L), UtiliCorp states that it has no

annual reports or Commission assessment fees that are overdue at the time of the filing of this Application.

8. By way of background, UtiliCorp currently owns approximately eighty percent (80%) of Aquila, Inc. On November 7, 2001, UtiliCorp announced plans to make an exchange offer by which UtiliCorp, through a special acquisition subsidiary (the "SAS"), will acquire fifty percent (50%) of the outstanding publicly held common shares of Aquila. Once UtiliCorp directly or indirectly holds ninety percent (90%) of the outstanding shares of Aquila, Aquila and the SAS will be merged in a short-form merger. As a consequence of that merger, UtiliCorp will own one hundred percent (100%) of Aquila's outstanding shares.

9. At the conclusion of the events described in the preceding paragraph, UtiliCorp intends to undertake a statutory merger, the sole purpose of which is to change its name. To accomplish this name change, UtiliCorp will undertake a short-form merger whereby URC will be merged with and into UtiliCorp, the latter surviving (the "Merger"). In accordance with §253 of the Delaware General Corporation law, UtiliCorp's Certificate of Incorporation will be amended to reflect its new name, but will not otherwise be changed. UtiliCorp's new name will have the name "Aquila" in it, but the final version of the name has not been determined to date.

10. The Merger has not been reduced to a formal agreement. Rather, UtiliCorp will effect the Merger by filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, in substantially the form of the document marked as Appendix 5, attached hereto and made a part hereof for all purposes.

11. In accordance with Commission Rule 4 CSR 240-2.060(8)(A), UtiliCorp has marked as Appendix 6, attached hereto and made a part hereof for all purposes, a diagram illustrating the *pro forma* corporate structure resulting from the Merger.

12. The Merger will have no consequence other than to facilitate changing the name of UtiliCorp. Following the Merger, the surviving company will continue to possess all of the rights, privileges, immunities and franchises, both of a public and private nature, held by the company under the UtiliCorp name immediately prior to the merger. The surviving corporation will continue to own all property held by the company under the UtiliCorp name. In addition, following the Merger, the surviving corporation will continue to have all the liabilities and obligations incurred by the company under the UtiliCorp name, including all affirmative regulatory obligations with respect to decisions and orders of the Commission.

13. In accordance with Commission Rule 4 CSR 240-2.060(8)(B), UtiliCorp has marked as Appendix 7, attached hereto and made a part hereof for all purposes, a certified copy of the resolutions of the Board of Directors of UtiliCorp authorizing the proposed merger.

14. Because URC has no business or assets, the Merger will not have any impact on the financial statements of UtiliCorp or the surviving corporation. Consequently, for good cause shown, UtiliCorp requests that the Commission waive the requirement in its rule 4 CSR 240-2.060(8)(C) that financial statements showing the *pro forma* financial effect of the Merger be attached as an appendix to this Application.

15. The Merger will have no adverse effect on the Missouri customers of UtiliCorp and, consequently, is not detrimental to the public interest. UtiliCorp's Missouri customers will see no change in their day-to-day utility service or rates, and said customers will continue to be served effectively and efficiently without interruption. The Merger will not result in any change in the business, management or location of the principal executive offices, assets, liabilities or net worth of the surviving corporation.

16. The Merger will have no impact on the tax revenues and political subdivisions in which any structures, facilities or equipment of UtiliCorp are located.

17. UtiliCorp hopes to undertake the merger described above by as early as the end of February 2002. Consequently, UtiliCorp requests that the Commission issue an order approving this application by no later than January 31, 2002, bearing an effective date of February 12, 2002.

WHEREFORE, UtiliCorp requests an order of the Commission:

- A. finding that the Merger is not detrimental to the public interest;
- B. approving the Merger of UtiliCorp and URC as hereinabove described;
- C. authorizing UtiliCorp and URC to execute and perform in accordance with the terms of all documents and to take all actions necessary and incident to the Merger; and
- D. for such other relief as the Commission may deem appropriate in the circumstances.

Respectfully submitted,



Paul A. Boudreau #33155  
BRYDON, SWEARENGEN & ENGLAND P.C.  
P.O. Box 456  
Jefferson City, MO 65102-0456  
Telephone (573) 635-7166  
Facsimile (573) 635-0427  
E-Mail: [PaulB@brydonlaw.com](mailto:PaulB@brydonlaw.com)

Attorneys for UtiliCorp United Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, or hand-delivered on this 21st day of December, 2001, to the following:

Office of the General Counsel  
Missouri Public Service Commission  
Governor Office Building  
200 Madison Street  
P.O. Box 360  
Jefferson City, MO 65102

Office of the Public Counsel  
Governor Office Building  
200 Madison Street, Suite 650  
P.O. Box 7800  
Jefferson City, MO 65102

A handwritten signature in black ink, appearing to read 'P. A. Boudreau', written over a horizontal line.

Paul A. Boudreau

# AFFIDAVIT

)

) SS.

)

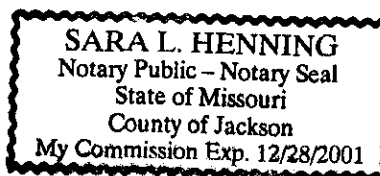
I, Leslie J. Parrette, Jr., having been duly sworn upon my oath, state that I am the Secretary of UtiliCorp United Inc., that I am duly authorized to make this affidavit on behalf of UtiliCorp United Inc., and that the matters and things stated in the foregoing Application and appendices thereto are true and correct to the best of my information, knowledge and belief.

Leslie J. Parrette, Jr.

Subscribed and sworn before me this 20<sup>th</sup> day of December, 2001.

Notary Public

My Commission expires: 12/28/01





No. F00300558

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri,  
do hereby certify that the records in my office  
and in my care and custody reveal that


UTILICORP UNITED INC.

using in Missouri the name

UTILICORP UNITED INC.

a DELAWARE corporation filed its Evidence of Incorporation  
with this State on the 27th day of MARCH, 1987, and is in  
good standing, having fully complied with all requirements  
of this office.

IN TESTIMONY WHEREOF, I have set my  
hand and imprinted the GREAT SEAL of  
the State of Missouri, on this, the  
7th day of DECEMBER, 2001.

  
Secretary of State



No. F00300558



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

## Certificate of Authority

WHEREAS, UTILICORP UNITED INC.  
(using in Missouri the name UCU OF DELAWARE INC. )  
incorporated under the Laws of the State of Delaware and now  
in existence and in good standing in said State has filed in the office of the Secretary of State, duly authenticated  
evidence of its incorporation, as provided by law, and has, in all respects, complied with the requirements of General  
and Business Corporation Law governing Foreign Corporations;

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, by virtue of the authority  
vested in me by law, do hereby certify that said corporation is from the date hereof duly authorized to carry on  
business of in the State of Missouri, and is entitled to all rights and privileges granted to Foreign Corporations under  
The General and Business Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix  
the GREAT SEAL of the State of Missouri. Done at the City of  
Jefferson, this 27th. day of March ,  
19 87 .

  
Secretary of State

Fee \$ 60.00



State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

APPENDIX 1

Page 3 of 11

Application for Foreign Corporation  
for a Certificate of Authority to  
Transact Business in Missouri

(To be submitted in duplicate by an attorney.)

**FILED**

AND CERTIFICATE OF  
AUTHORITY ISSUED

MAR 27 1987

*Roy D. Blunt*

Corporation Dept. SECRETARY OF STATE

HONORABLE ROY D. BLUNT  
SECRETARY OF STATE  
STATE OF MISSOURI  
P.O. BOX 778  
JEFFERSON CITY, MO 65102

UTILICORP UNITED INC. , a Delaware

corporation in compliance with the provisions of The General and Business Corporation Law of Missouri relating to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is UTILICORP UNITED INC.

and it is organized and existing under the laws Delaware

(2) The name it will use in Missouri is UCU OF DELAWARE INC.

(3) The date of its incorporation was September 9 , 19 86 , and the period of its duration is perpetual

(4) The address of its principal office in the state or country of organization is

1209 Orange Street, Wilmington, Delaware 19801

(Include street and number, if any.)

(5) The address of its proposed registered office in the State of Missouri is 314 North Broadway

St. Louis, Missouri 63102

(Include street and number, if any.)

and the name of its proposed registered agent in the State of Missouri at such address is

CT CORPORATION SYSTEM

(6) The corporation is transacting business and qualified under the foreign corporation laws of the following states and countries other than Missouri: Kansas; concurrently qualifying in Colorado, Iowa, Michigan, Minnesota, Nebraska, South Dakota and West Virginia.

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are:

The generation, purchase, distribution and sale of electric power and energy and purchase and resale of natural gas.

(8) The names of its officers and directors and their addresses are as follows:

	Name	City and State	Street and No.
President .....	Please see attached.		
Vice-President ....			
Secretary .....			
Treasurer .....			
Director .....			
Director .....			
Director .....			
Director .....			
Director .....			

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value.
Common		50,000,000	\$1.00
Preference		10,000,000	No Par Value

NOTED  
AND CERTIFICATES  
LITED

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value.
Common	YOUHONWIA ISSUED AND CERTIFICATE OF LIMITED	100	\$1.00

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is:

Stated Capital .....	\$ 100
Paid in Surplus .....	\$ -0-
Total .....	\$ 100

(12) An estimate of the total value of all the property of the corporation for the following year is ..... \$ 100

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is ..... \$ 100

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is ..... \$ -0-

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is ..... \$ -0-

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is ..... \$ 100

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is ..... \$ 100

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name  
by its President or Vice-President, attested by its Secretary or Assistant Secretary this 26th  
day of MARCH, 19 87.

CORPORATE SEAL  
If no Seal, state "None"

UTILICORP UNITED INC.  
(Exact Corporate Name)

By John R. Baker  
~~President~~ Vice-President  
John R. Baker

ATTEST:

Roger K. Sallee  
Secretary or Assistant Secretary  
Roger K. Sallee

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater; minimum domestication fee applies for all amounts not in excess of \$30,000.)

State of Missouri  
County of Jackson } ss

I, KAY NORRIS, a Notary Public, do hereby certify that  
on this 26th day of March, 19 87, personally appeared before me  
John R. Baker

President or Vice-President who, being by me first duly sworn, declared  
that he is the Vice President of UTILICORP UNITED INC.  
that he signed the foregoing document as Vice President of the corporation,  
and that the statements therein contained are true.

**FILED**  
AND CERTIFICATE OF  
AUTHORITY ISSUED

MAR 27 1987

Roy D. Blunt

Corporation Dept. SECRETARY OF STATE

Kay Norris  
Notary Public  
KAY NORRIS  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires June 21, 1989  
My commission expires

**UTILICORP UNITED INC.**  
**EXECUTIVE OFFICERS**

Mrs. Avis G. Tucker  
UtiliCorp United Inc.  
Chairman of the Board  
P. O. Box 13287  
Kansas City, MO 64199

Mr. William I. Owen  
Vice Chairman of the Board &  
Division President and CEO  
Missouri Public Service  
P. O. Box 11739  
Kansas City, MO 64138

Mr. Richard C. Green, Jr.  
UtiliCorp United Inc.  
President and CEO  
P. O. Box 13287  
Kansas City, MO 64199

Mr. John R. Baker  
UtiliCorp United Inc.  
Senior Vice President  
P. O. Box 13287  
Kansas City, MO 64199

Mr. Edward H. Muncaster  
UtiliCorp United Inc.  
Senior Vice President  
P. O. Box 13287  
Kansas City, MO 64199

Mr. Dale J. Wolf  
UtiliCorp United Inc.  
Vice President  
P. O. Box 13287  
Kansas City, MO 64199

Mr. Donald K. Claar  
UtiliCorp United Inc.  
Vice President  
P. O. Box 13287  
Kansas City, MO 64199

Mr. Roger K. Sallee  
UtiliCorp United Inc.  
Corporate Secretary  
P. O. Box 13287  
Kansas City, MO 64199

Mr. Fred Little  
Northern Minnesota Utilities  
Division President  
910 Cloquet Avenue  
Cloquet, MN 55720

Mr. James E. Franklin  
Missouri Public Service  
Executive Vice President  
P. O. Box 11739  
Kansas City, MO 64138

Mr. James J. Sage  
Missouri Public Service  
Division Sr Vice President  
P. O. Box 13287  
Kansas City, MO 64138

Mr. Dennis Sieg  
Missouri Public Service  
Division Sr. Vice President  
P. O. Box 13287  
Kansas City, MO 64138

Mr. James M. McClymond  
Peoples Natural Gas  
Division President  
25 Main Place  
Council Bluffs, IA 51501

Mr. Marc Petersen  
Peoples Natural Gas  
Division Sr. Vice President  
25 Main Place  
Council Bluffs, IA 51501

Mr. Jon Empson  
Peoples Natural Gas  
Division Vice President  
25 Main Place  
Council Bluffs, IA 51501

Mr. William Salome  
Kansas Public Service  
Division President  
110 E. 9th Street  
Lawrence, KS 66044

UTILICORP UNITED INC.  
BOARD OF DIRECTORS

Avis G. Tucker,	P. O. Box 13287	Kansas City, MO, 64199
Richard C. Green, Jr.	P. O. Box 13287	Kansas City, MO, 64199
William I. Owen,	10700 E. 350 Highway	Kansas City, MO, 64138
John R. Baker,	P. O. Box 13287	Kansas City, MO 64199
Robert F. Jackson, Jr.	400 Duke Gibson Drive	Kansas City, MO, 64145
Mr. Don R. Armacost,	4200 East 135th Street	Grandview, MO, 64030
Mr. Raymond Rollins,	7105 Harecliff Drive	Kansas City, MO, 64133
Mr. L. Patton Kline,	1221 Avenue of Americas	New York, NY, 10020





## STATE OF MISSOURI

ROY D. BLUNT, Secretary of State  
CORPORATION DIVISIONAmended Certificate of Authority  
of a  
Foreign Corporation

WHEREAS, UTILICORP UNITED INC. (FORMERLY: UTILICORP UNITED INC. d/b/a UCU OF DELAWARE INC.)  
incorporated under the Laws of the State of DELAWARE and now in existence and in good  
standing in said State, and qualified to transact business in Missouri has delivered to me, duly authenticated  
evidence of an amendment to its Articles of Incorporation as provided by law, and has, in all respects, complied with  
the requirements of The General and Business Corporation Law of Missouri, governing Amendments to the Articles  
of Incorporation of Foreign Corporations:

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, by virtue of the  
authority vested in me, do hereby certify that I have filed said Articles of Amendment as provided by law  
and in accordance therewith issue this Certificate of Amendment.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix  
the GREAT SEAL of the State of Missouri. Done at the City of  
Jefferson, this 16th day of April,  
19 87.

*Roy D. Blunt*  
Secretary of State

RECEIVED OF: UTILICORP UNITED INC.  
TWENTY DOLLARS-----Dollars, \$ 20.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.



## Application for an Amended Certificate of Authority for a Foreign Corporation

(To be submitted in duplicate by an attorney.)

HONORABLE ROY D. BLUNT  
SECRETARY OF STATE  
STATE OF MISSOURI  
P.O. BOX 778  
JEFFERSON CITY, MO 65102

UTILICORP UNITED INC. d/b/a UCU OF DELAWARE INC., a corporation,

pursuant to the provisions of "The General and Business Corporation Law of Missouri" relating to amended certificate of authority of Foreign Corporation, does hereby state,

(1) Its name is UTILICORP UNITED INC.  
d/b/a UCU OF DELAWARE INC.;

it was incorporated in the State of Delaware; and it was qualified  
in the State of Missouri on March 27, 1987

(2) The name it will use in Missouri is UTILICORP UNITED INC.

(3) The address of its principal office in the state or country of organization is 1209 Orange Street,  
Wilmington, Delaware 19801  
(Include street and number, if any.)

(4) The address of its registered agent in Missouri is 314 North Broadway,  
St. Louis, Missouri 63102  
(Include street and number, if any.)

and the name of registered agent in Missouri at such address is CT Corporation System

(5) The corporation is qualified under the following states and countries other than Missouri:

**Colorado, Kansas, Iowa, Michigan, Minnesota, Nebraska,  
South Dakota and West Virginia**

**FILED**  
AND AMENDED CERTIFICATE OF  
AUTHORITY ISSUED

APR 16 1987

*Roy D. Blunt*  
Corporation Dept. SECRETARY OF STATE

(6) By appropriate corporate action on March 27, 19 87, the corporation:

1. Changed its corporate name ~~xxx~~ in Missouri to UTILICORP UNITED INC.

2. Changed its period of duration to N/A

(7) The specific purpose or purposes which the corporation intends to pursue in the transaction of business in Missouri are changed to read as follows: (restate purposes if changed) **N/A**

(8) There is attached hereto a Certificate of the Secretary of State of the State of **Delaware** relating to the amendment(s), set forth in item 6 above and showing that the Corporation is in existence and in good standing in said State. **N/A for removal of fictitious name.**

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its President or Vice-President and attested by its Secretary or Assistant Secretary this **27th** day of **March**, 19 **87**.

CORPORATE SEAL  
If no seal, state "None".

**UTILICORP UNITED INC. dba  
UCU OF DELAWARE INC.**

(Exact Corporate Name)

By

*John R. Baker*  
President or Vice-President  
**John R. Baker**

ATTEST:

By

*Roger K. Sallee*  
Secretary or Assistant Secretary  
**Roger K. Sallee**

State of **Missouri**

County of **Jackson**

I, **KAY NORRIS**, a Notary Public, do hereby certify that on the **27th** day of **March**, 19 **87**, personally appeared before me **John R. Baker**, who, being by me first duly sworn, declared that he is the **Vice President** of **UTILICORP UNITED INC. dba UCU OF DELAWARE INC.**, that he signed the foregoing document as **Vice President** of the corporation, and that the statements therein contained are true.

(Notarial Seal)

*Kay Norris*  
Notary Public

My commission expires

**KAY NORRIS**  
Notary Public - State of Missouri  
~~Commissioned in Jackson County~~  
My Commission Expires June 21, 1989.



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

## CORPORATION DIVISION

### Registration of Fictitious Name

(Sec. 417.200-417.230, R.S.Mo)

#### TO BE FILED IN DUPLICATE

THE FILING FEE OF \$2.00 MUST ACCOMPANY THIS AFFIDAVIT. The affidavit must be signed and verified by all parties owning interest in the company. Mail with filing fee to: ROY D. BLUNT, SECRETARY OF STATE, P.O. BOX 778, JEFFERSON CITY, MISSOURI 65102. The duplicate copy will be returned to the business address of the business registered unless you indicate otherwise in your cover letter.

Make check for \$2.00 payable to the State Director of Revenue.

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another company or corporation from adopting and using the same name.

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: Missouri Public Service

Business Address (Mo., if any; if not, other): 922 Walnut, P.O. Box 13287

City, State, and Zip Code: Kansas City, Missouri 64199

The parties having an interest in the business, and the percentage they own are (if a corporation is owner, indicate corporation name and percentage owned). If all parties are jointly and severally liable, percentage of ownership need not be listed:

Name of Owners, Individual or Corporate	Street and Number	City	State	If listed, Percentage of ownership must equal 100%
UtiliCorp United Inc.	922 Walnut	Kansas City	MO	100
75669 AG				

MAY 27 1986

FILED

MAY 23 1986

*Roy D. Blunt*  
SECRETARY OF STATE

State of Missouri

County of JACKSON

ss

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statements and matters set forth herein are true.

Individual Owners Sign Here	{	<u>X</u>	<u>X</u>
		<u>X</u>	<u>X</u>
		<u>X</u>	<u>X</u>

170783

If  
Corporation  
is  
Owner,  
Corporate  
Officers  
Execute  
Here

The undersigned corporation has caused this application to be executed in its name by its President  
or Vice-President and its Secretary or Assistant Secretary, this \_\_\_\_\_  
day of May, 19 86.

(Corporate Seal)  
If no seal, state "none".

UTILICORP UNITED INC.

(Exact Corporate Title)

By

*Wale J. Wolf*

Its President or Vice-President.

By

*Robert K. Bell*

Its Secretary or Assistant Secretary.

I, Kay Norris, A Notary Public, do hereby certify that on the 20<sup>th</sup>  
day of May, 19 86, personally appeared before me Wale J. Wolf,  
and being first duly sworn by me, acknowledged that \_\_\_\_\_ he signed as his own free act and deed 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.

(Notarial Seal)

*Kay Norris*

Notary Public

KAY NORRIS

Notary Public - State of Missouri

Commissioned in Jackson County

My commission expires \_\_\_\_\_  
My Commission Expires June 21, 1989



**State of Missouri**  
Rebecca McDowell Cook, Secretary of State  
Corporations Division

No. X **0384375**

*STL*  
**FILED**

**Registration of Fictitious Name**

(Submit in duplicate with filing fee of \$7)

(Must be typed or printed)

**JAN 23 2001**

*Matt Blewett*  
**SECRETARY OF STATE**

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another person or business from adopting and using the same name. (Chapter 417, RSMo.)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: St. Joseph Light & Power Company  
Missouri Business Address: 20 W. 9th Street  
(P.O. Boxes not accepted)  
City, State and Zip Code: Kansas City, MO 64105

The parties having an interest in the business, and the percentage they own are (if a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed):

Name of Owners, Individual or Business Entity	Street and Number	City	State and Zip Code	If listed, Percentage of ownership must equal 100%
UtiliCorp United Inc.	20 W. 9th Street	Kansas City	MO 64105	100%
<u>F300558</u>				

Return to: Secretary of State  
Corporations Division  
P.O. Box 778  
Jefferson City, Mo. 65102

(Over)

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statements and matters set forth herein are true.

Individual  
Owners  
Sign Here

{

X \_\_\_\_\_ X \_\_\_\_\_  
X \_\_\_\_\_ X \_\_\_\_\_  
X \_\_\_\_\_ X \_\_\_\_\_

FILED

JAN 23 2001

0384375

The undersigned business entity has caused this application to be executed in its name by its

Vice President \_\_\_\_\_, on this 8th day of January, 2001  
Title of Authorized Person month/day/year

If  
Business Entity  
Is  
Owner,  
Authorized  
Person  
Execute  
Here

Dale J. Wolf Dale J. Wolf Vice President  
Authorized Signature (if corporation/President or Vice President) Printed Name Title  
Nancy J. Browning Nancy J. Browning Assistant Secretary  
If corporation, Signature of Secretary or Asst. Secretary Printed Name Title

(Corporate Seal)  
If no seal, state "none".

State of Missouri  
County of Jackson } ss

I, Lewisann Rosenberger, A Notary Public, do hereby certify that on January 8, 2001  
month/day/year

personally appeared before me Dale J. Wolf, and being duly sworn by me, acknowledged that  
he/she signed as his/her own free act and deed 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.

(Notarial Seal or Stamp)

LEWISANN ROSENBERGER  
Notary Public - Notary Seal  
State of Missouri  
County of Jackson  
My Commission Expires 12/08/2002

Lewisann Rosenberger  
Notary Public

Lewisann Rosenberger

My commission expires December 8, 2002

My County of Commission Jackson

Corp. #56 (5/99)

Statement of Pending Actions Involving  
Customer Service or Rates

This document contains customer specific information considered to be highly confidential. It is being filed under seal under the terms of a Protective Order.



## Appendix 5

### **CERTIFICATE OF OWNERSHIP AND MERGER MERGING UTILICORP RENAMING CORPORATION INTO UTILICORP UNITED INC.**

(Pursuant to Section 253 of the Delaware General Corporation Law)

UtiliCorp United Inc., a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company owns all of the outstanding shares of each class of stock of UtiliCorp Renaming Corporation, a Delaware corporation incorporated on the 21<sup>st</sup> day of November, 2001, pursuant to the Delaware General Corporation Law;

SECOND: That Aquila Acquisitions Corporation, a wholly owned subsidiary of the Company, did successfully complete a merger with Aquila, Inc. ("Aquila"), in accordance with Section 253 of Delaware General Corporation Law, whereby Aquila is the surviving entity (the "Acquisition Short-Form Merger"); and

THIRD: That the Corporation, by the following resolutions duly adopted by its Board of Directors on the 7<sup>th</sup> day of November, 2001, determined to merge UtiliCorp Renaming Corporation into the Company:

RESOLVED FURTHER, that, if the Acquisition Short-Form Merger is successfully completed, the Company be, and hereby is, authorized to incorporate a subsidiary (the "Re-Naming Subsidiary") to acquire the legal rights to the name "Aquila, Inc." or such other similar name as is available or desirable as determined by the President, to complete the Re-Naming Short-Form Merger (as defined below), and to empower the Authorized Officers to do or cause to be done all actions and things, and to prepare, execute and deliver in the name of and on behalf of the Re-Naming Subsidiary and, where appropriate, file with the appropriate governmental authorities, all such certificates, applications, contracts, agreements, documents, instruments or other papers which in their judgment they consider necessary, appropriate or desirable in order to carry out, comply with and effectuate the purposes and intents of the foregoing resolutions and the various transactions contemplated thereby;

RESOLVED FURTHER, that, if the Acquisition Short-Form Merger is successfully completed, the Company shall have the authority to cause the Re-Naming Subsidiary to effect a statutory forward merger with the Company (the "Re-Naming Short-Form Merger"), whereby the Company will be the surviving entity and, in accordance with Section 253 of Delaware General Corporation Law, the Company will assume the name "Aquila, Inc.", or such other similar name as is available or desirable, as its legal name; and

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized and empowered on behalf and in the name of the Company, to prepare, execute and file such applications, resolutions, covenants, notices, consents to service of process and other documents as may be necessary or advisable in order to implement any name change of the Company arising as a result of the Re-Naming Short-Form Merger.

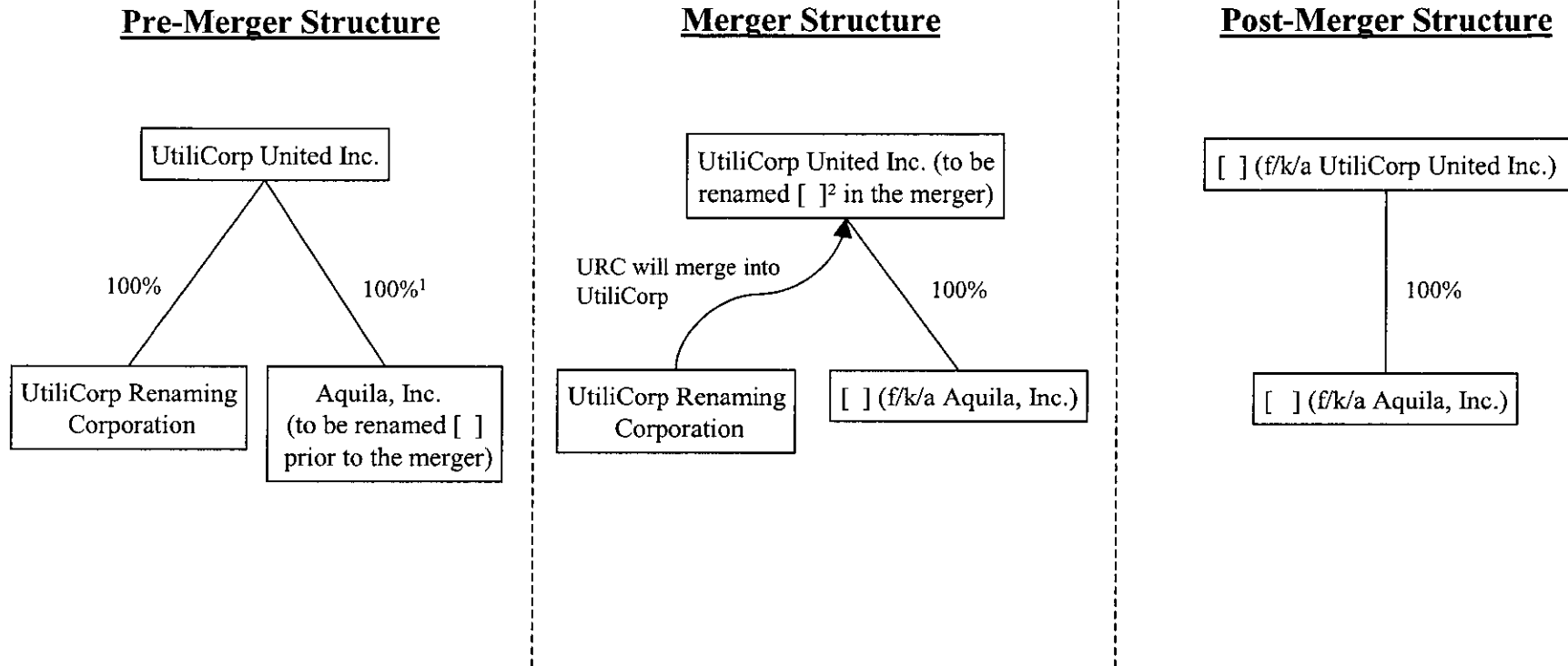
IN WITNESS WHEREOF, the Company has caused this certificate to be signed by Robert K. Green, its President, this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

**UTILICORP UNITED INC.**

By: \_\_\_\_\_  
Robert K. Green, President

## Appendix 6

### UTILICORP RENAMING MERGER STRUCTURE



1. UtiliCorp presently holds 80% of the common stock of Aquila, Inc., and the remaining 20% is held by the public. UtiliCorp has made an offer to exchange all of the publicly-held shares of Aquila's stock for shares of UtiliCorp. If UtiliCorp acquires (through the exchange offer) a majority of the publicly-held shares of Aquila stock, UtiliCorp will complete the remainder of the exchange through a short-form merger under Delaware law and, thereafter, will hold 100% of the common stock of Aquila, Inc.

2. UtiliCorp's new name will have the name "Aquila" in it, but the final version of the name has not been determined to date.

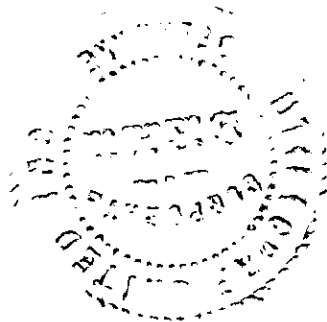
SECRETARY'S CERTIFICATE

I, Fortunato L. Lucido, hereby certify that I am the Assistant Secretary of UtiliCorp United Inc. (the "Company") and custodian of the records of such Company.

I further certify that (a) the attached are excerpts from the Minutes of the Meeting of the Board of the Directors of the Company held on November 7, 2001, and (b) said Minutes are in full force and effect and have not been amended or revoked.

IN WITNESS WHEREOF, I have hereunto set my hand of said Company this 18th day of December, 2001.

  
\_\_\_\_\_  
Fortunato L. Lucido  
Assistant Secretary



**Re-Naming of the Company**

RESOLVED FURTHER, that, if the Acquisition Short-Form Merger is successfully completed, the Company be, and hereby is, authorized to incorporate a subsidiary (the "Re-Naming Subsidiary") to acquire the legal rights to the name "Aquila, Inc." or such other similar name as is available or desirable as determined by the President, to complete the Re-Naming Short-Form Merger (as defined below), and to empower the Authorized Officers to do or cause to be done all actions and things, and to prepare, execute and deliver in the name of and on behalf of the Re-Naming Subsidiary and, where appropriate, file with the appropriate governmental authorities, all such certificates, applications, contracts, agreements, documents, instruments or other papers which in their judgment they consider necessary, appropriate or desirable in order to carry out, comply with and effectuate the purposes and intents of the foregoing resolutions and the various transactions contemplated thereby;

RESOLVED FURTHER, that, if the Acquisition Short-Form Merger is successfully completed, the Company shall have the authority to cause the Re-Naming Subsidiary to effect a statutory forward merger with the Company (the "Re-Naming Short-Form Merger"), whereby the Company will be the surviving entity and, in accordance with Section 253 of Delaware General Corporation Law, the Company will assume the name "Aquila, Inc.", or such other similar name as is available or desirable, as its legal name;

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized and empowered on behalf and in the name of the Company, to prepare, execute and file such applications, resolutions, covenants, notices, consents to service of process and other documents as may be necessary or advisable in order to implement any name change of the Company arising as a result of the Re-Naming Short-Form Merger;