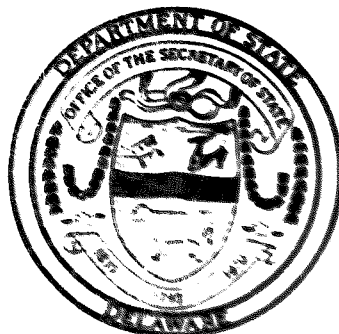




Office of Secretary of State

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 INCORPORATION OF TRIGEN-KANSAS CITY DISTRICT ENERGY CORPORATION FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 1989, AT 10:30 O'CLOCK A.M.

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899101057

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 22415/6

DATE: 06/28/1989

Exhibit No. 1
Date 12-19-89 Case No. HM-98-4
Reporter ech HA-98-5

CERTIFICATE OF INCORPORATION
OF
TRIGEN-KANSAS CITY DISTRICT ENERGY CORPORATION

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of this corporation is

TRIGEN-KANSAS CITY DISTRICT ENERGY CORPORATION

SECOND: This corporation's registered office is 1209 Orange Street, Wilmington, County of Newcastle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of this corporation is to engage in the business of owning and operating local district heating and cooling facilities including the manufacturing, producing, transporting, distributing and selling of steam, hot water, chilled water and condensor water service and, in addition, to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation shall have authority to issue is 10,000. The par value of each such share is \$.01 each. All such shares are of one class and are shares of Common Stock ("Common Stock").

FIFTH: The name of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
George E. Rider	1700 Bryant Building 1102 Grand Avenue Kansas City, Missouri 64106

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The Board of Directors shall have the power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the Bylaws of this corporation.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or

of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: No director of this corporation shall be liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, which limitation of liability is intended to extend to the fullest extent permitted by Section 102(b) of the Delaware General Corporation Law as it currently exists or as it may hereafter be amended.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of

incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of June, 1989.

George E. Rider
George E. Rider, sole incorporator