

RESTATED
ARTICLES OF INCORPORATION
OF SCANA CORPORATION

1. The name of the corporation is SCANA Corporation.
2. The period of duration of the corporation shall be perpetual.
3. The corporation is authorized to issue shares of stock as follows:

Class of Shares	Authorized No.	Par Value
Common	75,000,000	No Par Value

4. The general nature of the business for which the corporation is organized is to acquire, own and/or sell capital stock and other interests in other companies, including, but not limited to, public utilities, and other lawful purposes.
5. Provisions which the corporation has elected to include in the Articles of Incorporation are as follows:
 - 5.1 No preemptive rights shall apply to any shares of the capital stock of the corporation nor inure to any holder thereof.
 - 5.2 There shall be no right to vote any shares of stock cumulatively for any purpose.
 - 5.3 The following matters shall be decided by the vote of a majority of shares of stock of the corporation entitled to vote: distributions from capital surplus; reduction of stated capital; and loans to directors and officers.
 - 5.4 The vote of at least 80% of the shares of stock of the corporation entitled to vote shall be required to remove an incumbent member of the Board of Directors except for cause. As used in this Article 5.4, "for cause" shall mean fraudulent or dishonest acts, or gross abuse of authority in discharge of duties to the corporation and shall be established after written notice of specific charges and opportunity to meet and refute such charges.
 - 5.5 These Restated Articles of Incorporation may be amended by the vote of the minimum number of shares permitted by South Carolina law at the time of such vote, but not less than a majority of shares entitled to vote, provided, however, that any amendment of Article 5.4, Article 7 or Article 8 shall require the vote of 80% of the shares of stock of the corporation entitled to vote.

6. (a) The affirmative vote of the holders of not less than a majority of the Voting Stock (as hereinafter defined) of the corporation shall be required before the corporation may purchase any outstanding shares of Common Stock of the corporation at a price known by the corporation to be above Market Price (as hereinafter defined) from a person known by the corporation to be a Selling Stockholder (as hereinafter defined), unless the purchase is made by the corporation on the same terms and as a result of a duly authorized offer to purchase any and all of the outstanding shares of Common Stock of the corporation.
- (b) For purposes of this Article 6:
- (1) The term "Voting Stock" shall mean the outstanding shares of stock of the corporation entitled to vote in elections of directors of the corporation considered as one class.
- (2) The majority vote required by Section (a), when applicable, shall be in addition to any lesser vote or no vote required or permitted by law or these Articles of Incorporation exclusive of this Article 6 and the shares of the Selling Stockholder shall, for this purpose, be counted as having abstained regardless of how they have been voted.
- (3) The term "Market Price" shall mean the highest closing sale price, during the 30-day period immediately preceding the date in question, of a share of the Common Stock of the corporation on the Composite Tape for New York Stock Exchange Issues, or, if such stock is not quoted on the Composite Tape or is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock.
- (4) The term "Selling Stockholder" shall mean and include any person who or which is the beneficial owner of in the aggregate more than three percent of the outstanding shares of Common Stock of the corporation and who or which has purchased or agreed to purchase any of such shares within the most recent two-year period.
- (5) A "person" shall mean any individual, firm, partnership, corporation or other entity.
- (6) A person shall be the "beneficial owner" of any shares of Common Stock of the corporation:
- (i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is conditional or exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing thereof.

(7) The terms "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect of January 1, 1985.

(8) For the purposes of determining whether a person is a Selling Stockholder, the number of shares of Common Stock deemed to be outstanding and the number of shares beneficially owned by the person shall include shares respectively deemed owned through application of paragraph (6) of this Section (b) but shall not include any other shares of Common Stock which may be issuable pursuant to any agreement, arrangements or understanding, or upon exercise of conversion rights, warrants or options, or otherwise, or shares of the Selling Stockholder whose acquisition of more than three percent of the outstanding shares of Common Stock of the corporation within the most recent two year period results from other than a purchase or agreement to purchase or vote shares of the corporation.

(9) Nothing contained in this Article 6 shall be construed to relieve any Selling Stockholder from any fiduciary obligation imposed by law.

(10) The Board of Directors of the corporation shall have the power to determine the application of or compliance with this Article 6, including, without limitation, (i) whether a person is a Selling Stockholder; (ii) whether a person is an Affiliate or Associate of another; (iii) whether Section (a) is or has become applicable in respect of a proposed transaction; (iv) what is the Market Price and whether a price is above Market Price; and (v) when or whether a purchase or agreement to purchase any share or shares of Common Stock of the corporation has occurred and when or whether a person has become a beneficial owner of any share of shares of Common Stock of the corporation. Any decision or action taken by the Board of Directors arising out of or in connection with the construction, interpretation and effect of this Article 6 shall lie within their absolute discretion and shall be conclusive and binding except in circumstances involving bad faith.

7. A. Higher Vote for Certain Business Combinations. In addition to any affirmative vote of holders of a class or series of capital stock of the corporation required by law or these Restated Articles of Incorporation, and except as otherwise expressly provided in Paragraph B of this Article 7, the corporation shall not engage, directly or indirectly, in a Business Combination (hereinafter defined) with, or proposed by or on behalf of, a Related Person (as hereinafter defined) of an Affiliate or Associate (both as hereinafter defined) of a Related Person without the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock of the corporation, voting together as a single class.
- B. When Higher Vote is Not Required. The provisions of Paragraph A of this Article 7 shall not be applicable to a particular Business Combination, and such Business Combination shall require only such affirmative vote, if any, as is required by law or any other provision of these Restated Articles of Incorporation, the By-Laws of the corporation or otherwise, if all of the conditions specified in any one of the following Paragraphs (1), (2) or (3) are met:
- (1) Approval by Directors. The Business Combination has been approved by a vote of a majority of all the Continuing Directors (as hereinafter defined); or
- (2) Combination with Subsidiary. The Business Combination is solely between the corporation and a subsidiary of the corporation and such Business Combination does not have the direct or indirect effect set forth in Paragraph C(2) (e) of this Article 7; or
- (3) Price and Procedural Conditions. All of the following conditions have been met:
- (a) The aggregate amount of (x) cash and (y) fair market value (as of the date of the consummation of the Business Combination) of consideration other than cash, to be received per share of Common Stock, or any other class or series of stock of the corporation (any such class or series of stock being referred to herein as "preferred stock"), in such Business Combination by holders thereof shall be at least equal to the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by or on behalf of the Related Person for any shares of such class or series of stock acquired by it, provided, however, that if the highest preferential amount per share of a series of preferred stock to which the holders thereof would be entitled in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation (regardless of whether the Business Combination to be consummated constitutes such an event) is greater than such aggregate amount,

holders of such series of preferred stock shall receive an amount for each such share at least equal to the highest preferential amount applicable to such series of preferred stock. The provisions of this Paragraph B(3) shall be required to be met with respect to every class or series of preferred stock, whether or not the Related Person has previously acquired beneficial ownership of any shares of a particular class or series of preferred stock.

- (b) The consideration to be received by holders of a particular class or series of outstanding Common Stock or preferred stock shall be in cash or in the same form as the Related Person has previously paid for shares of such class or series of stock. If the Related Person has paid for shares of any class or series of stock with varying forms of consideration, the form of consideration given for such class or series of stock in the Business Combination shall be either cash or the form used to acquire the largest number of shares of such class or series of stock previously acquired by it. The prices determined in accordance with Paragraph b(3)(a) above shall be subject to an appropriate adjustment in the event of any stock dividend, stock split, subdivision, combination of shares or similar event.
- (c) No Extraordinary Event (as hereinafter defined) shall have occurred after the Related Person has become a Related Person and prior to the consummation of the Business Combination.
- (d) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall have been mailed to public stockholders of the corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required pursuant to such Act or subsequent provisions).

C. Certain Definitions.

For purposes of this Article 7:

- (1) A "person" shall mean any individual, firm, partnership, corporation or other entity, or a group of "persons" acting or agreeing to act together in the manner set forth in Rule 13d-5 under the Securities Exchange Act of 1934, as in effect on March 1, 1987.
- (2) The term "Business Combination" shall mean any of the following transactions, when entered into by the corporation or a subsidiary of the corporation with, or upon a proposal by or on behalf of, a Related Person:
 - (a) the merger or consolidation or consummation of a plan of exchange of the corporation or any subsidiary of the corporation; or

- (b) the sale, lease, mortgage, pledge, transfer or other disposition (in one or a series of transactions) of any assets of the corporation or any subsidiary of the corporation having an aggregate fair market value of \$10,000,000 or more, except for sales of goods and services made in the ordinary course of the corporation's business; or
 - (c) the issuance or transfer by the corporation or any subsidiary of the corporation (in one or a series of transactions) of any securities of the corporation or that subsidiary, except proportionately to all stockholders of the corporation or such subsidiary; or
 - (d) the adoption of a plan or proposal or the liquidation or dissolution of the corporation; or
 - (e) the reclassification of securities (including a reverse stock split), recapitalization, consolidation or any other transaction (whether or not involving a Related Person) which has the direct or indirect effect of increasing the voting power, whether or not then exercisable, of a Related Person in any class or series of capital stock of the corporation or any subsidiary of the corporation; or
 - (f) any agreement, contract or other arrangement providing directly or indirectly for any of the foregoing.
- (3) The term "Related Person" shall mean any person (other than the corporation, a subsidiary of the corporation or any pension, profit sharing, employee stock ownership or other employee benefit plan of the corporation or a subsidiary of the corporation or any trustee or fiduciary with respect to any such plan acting in such capacity) who is the direct or indirect beneficial owner (as defined in Rule 13d-3 and Rule 13d-5 under the Securities Exchange Act of 1934, as in effect on March 1, 1987) of more than ten percent (10% of the outstanding capital stock of the corporation entitled to vote for the election of directors, and any Affiliate or Associate of any such person.
- (4) The term "Continuing Director" shall mean any member of the Board of Directors who is not a Related Person, an Affiliate or Associate or representative of a Related Person and who was a member of the Board of Directors immediately prior to the time that the Related Person became a Related Person, and any successor to a Continuing Director who is not a Related Person or an Affiliate or Associate of a Related Person and is recommended to succeed a Continuing Director by a majority of Continuing Directors who are then members of the Board of Directors.

- (5) "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-1 under the Securities Exchange Act of 1934, as in effect on March 1, 1987.
- (6) The term "Extraordinary Event" shall mean, as to any Business Combination and Related Person, any of the following events that is not approved by a majority of all Continuing Directors:
- (a) any failure to declare and pay at the regular date therefor any full quarterly dividend (whether or not cumulative) on any outstanding preferred stock; or
 - (b) any reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any stock split, stock dividend or subdivision of the Common Stock); or
 - (c) any failure to increase the annual rate of dividends paid on the Common Stock as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction that has the effect of reducing the number of outstanding shares of the Common Stock; or
 - (d) the receipt by the Related Person, after such Related Person has become a Related Person, of a direct or indirect benefit (except proportionately as a shareholder) from any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the corporation or any subsidiary of the corporation, whether in anticipation of or in connection with the Business Combination or otherwise; or
 - (e) any increase in the number of shares of Common Stock or preferred stock of which the Related Person is the beneficial owner, except as part of the transaction that results in such Related Person becoming a Related Person and except in a transaction that, after giving effect thereto, would not result in any increase in the Related Person's percentage beneficial ownership of any class or series of Common Stock or preferred stock.
- D. Matters to be Determined by Continuing Directors. A majority of all Continuing Directors shall have the power to determine, on the basis of information known to them after reasonable inquiry, all questions arising under this Article 7, including, without limitation, the transactions that are Business Combinations, the persons who are Related Persons, the time at which a Related Person became a Related Person, whether a person is an Affiliate or Associate of another, and the fair market value of, or price paid for, any assets, securities or other property, and any such determinations of such directors shall be conclusive and binding.

- E. **Fiduciary Obligations of Related Persons.** Nothing contained in this Article 7 shall be construed to relieve any Related Person from any fiduciary obligation imposed by law.
- F. **Fiduciary Obligations of Directors.** The fact that any Business Combination complies with the provisions of Section 8 of this Article 7 shall not be construed to impose any fiduciary duty, obligation or responsibility on the Board of Directors, or any member thereof, to approve such Business Combination or recommend its adoption or approval to the stockholders of the corporation, nor shall such compliance limit, prohibit or otherwise restrict in any manner the Board of Directors, or any member thereof, with respect to evaluations of or actions and responses taken with respect to such Business Combination.
- G. **Board Consideration of All Relevant Factors.** The Board of Directors of the corporation, when evaluating any offer of another party to (a) make a tender or exchange offer for any equity security of the corporation, (b) merge or consolidate the corporation with another corporation, or (c) purchase or otherwise acquire all or substantially all of the properties and assets of the corporation, may, in connection with the exercise of its judgment in determining what is in the best interests of the corporation and its stockholders, give due consideration to (i) all relevant factors, including without limitation the social, legal, environmental and economic effects on the employees, customers, suppliers and other affected persons, firms and corporations and on the communities and geographical areas in which the corporation and its subsidiaries operate or are located and on any of the businesses and properties of the corporation or any of its subsidiaries, as well as such other factors as the directors deem relevant, and (ii) not only the consideration being offered in relation to the then current market price for the corporation's outstanding shares of capital stock, but also in relation to the then current value of the corporation in a freely negotiated transaction and in relation to the Board of Directors' estimate of the future value of the corporation (including the unrealized value of its properties and assets) as an independent going concern.
- H. **Amendment, Repeal, etc.** The affirmative vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock of the corporation, voting together as a single class, shall be required in order to amend or repeal this Article 7 or to adopt any provision inconsistent therewith.

8. A. The number of directors of the corporation which shall constitute the entire Board of Directors shall be fixed from time to time by or pursuant to the provisions of the By-Laws of the corporation. Any such provision shall continue in effect unless and until changed by the Board of Directors, but no such changes shall affect the term of any director then in office. Upon the adoption of this Article 8, the directors shall be divided into three classes (I, II and III), as nearly equal in number as possible. The initial term of office for members of Class I shall expire at the annual meeting of stockholders in April 1988; the initial term of office for members of Class II shall expire at the annual meeting of stockholders in April 1989; and the initial term of office for members of Class III shall expire at the annual meeting of stockholders in April 1990. At each annual meeting of stockholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, and shall continue to hold office until their respective successors are elected and qualified. In the event of any increase in the number of directors fixed by the Board of Directors, the additional directors shall be so classified that all classes of directors have as nearly equal numbers of directors as may be possible. In the event of any decrease in the number of directors of the corporation, all classes of directors shall be decreased equally as nearly as may be possible. The term of office of any director who is not a salaried employee of the corporation shall expire at the annual meeting next preceding the date on which such director attains age 70 and the term of office of any director who is a salaried employee of the corporation shall expire upon such director attaining age 65 or upon his retirement from active service with the corporation, whichever is earlier, except that the term of office of a director who is Chief Executive Officer shall not expire as a result of attaining age 65 or prior retirement from active service with the corporation.
- B. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or any other cause shall be filled only by the Board of Directors then in office, although less than a quorum. Directors elected to fill a newly created directorship or other vacancies shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor has been elected and has qualified.

- C. Notwithstanding any other provisions of these Restated Articles of Incorporation or the By-Laws of the corporation (and notwithstanding the fact that a lesser percentage or separate class vote may be specified by law, these Restated Articles of Incorporation, the By-Laws of the corporation or otherwise), the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock shall be required to adopt any provision inconsistent with, or to amend or repeal, Paragraphs A through C, inclusive, of this Article 8.
- D. Notwithstanding the foregoing, if at any time the holders of any one or more classes or series of preferred stock issued by the corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Restated Articles of Incorporation applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article 8 unless expressly provided by such terms.
9. No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of his fiduciary duty as a director occurring after the effective date hereof; provided, however, the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve gross negligence, intentional misconduct, or a knowing violation of law; (iii) imposed for unlawful distributions as set forth in Section 33-8-330 of the South Carolina Business Corporations Act of 1988, as amended from time to time (the "BCA"), or (iv) for any transaction from which the director derived an improper personal benefit. This provision shall eliminate or limit the liability of a director only to the maximum extent permitted from time to time by the BCA or any successor law or laws. Any repeal or modification of the foregoing protection by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Dated: April 26, 1989

SCANA CORPORATION

By s/John A. Warren
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(REMAINDER OF PAGE FOLLOWS)