

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER
of
NISOURCE INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that an Articles of Merger of the above Foreign For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

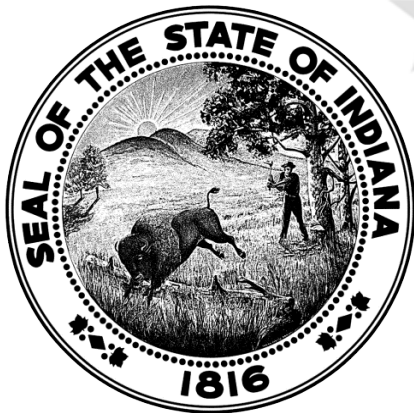
NISOURCE FINANCE CORP.

a(n) Domestic For-Profit Corporation

merged with and into the surviving entity(s):

NISOURCE INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, November 30, 2017.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 04, 2017

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

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To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>



ARTICLES OF MERGER OF CORPORATIONS

State Form 38036 (R10 / 7-16)
 Approved by State Board of Accounts, 2016

Indiana Code 23-1-40-1 et seq.
 23-1-18-3

FILING FEE: \$90.00

ARTICLES OF MERGER / SHARE EXCHANGE
 OF
NiSource Finance Corp.
(hereinafter the "nonsurviving corporation(s)")

INTO
NiSource Inc.
(hereinafter the "surviving corporation")

ARTICLE I – SURVIVING CORPORATION

SECTION I:
 The name of the corporation surviving the merger is NiSource Inc.
 and such name has has not *(designate which)* been changed as a result of the merger.

SECTION II:

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____
(month, day, year)

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and is qualified not qualified *(designate which)* to do business in Indiana.
 If the surviving corporation is qualified to do business in Indiana, state the date of qualification: April 20, 2000
(month, day, year)
(If Application for Certificate of Authority is filed concurrently herewith, state "upon approval of Application for Certificate of Authority.")

ARTICLE II – NONSURVIVING CORPORATION(S)

The name, state of incorporation, and date of incorporation or qualification *(if applicable)* respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

| | | | |
|---------------------|-------------------------------|--|-----------------------|
| Name of corporation | <u>NiSource Finance Corp.</u> | Date of Incorporation or qualification in Indiana, if applicable <i>(month, day, year)</i> | <u>March 31, 2000</u> |
| State of domicile | <u>Indiana</u> | | |
| Name of corporation | | Date of Incorporation or qualification in Indiana, if applicable <i>(month, day, year)</i> | |
| State of domicile | | | |
| Name of corporation | | Date of Incorporation or qualification in Indiana, if applicable <i>(month, day, year)</i> | |
| State of domicile | | | |

ARTICLE III – PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A," attached hereto and made a part hereof.

2017 NOV 30 PM 16:08
 CONNIE LAWSON
 INDIANA SECRETARY OF STATE

ARTICLE IV – MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2.)

SECTION 1: Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: Vote of shareholders (Select either A or B.)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on _____, 20____, and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

| | TOTAL | A | B | C |
|--|-------|---|---|---|
| DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common) | | | | |
| NUMBER OF OUTSTANDING SHARES | | | | |
| NUMBER OF VOTES ENTITLED TO BE CAST | | | | |
| NUMBER OF VOTES REPRESENTED AT THE MEETING | | | | |
| SHARES VOTED IN FAVOR | | | | |
| SHARES VOTED AGAINST | | | | |

ARTICLE V – MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2.)

SECTION 1: Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2: Vote of members (Select either A or B.)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on _____, 20____, and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

| | TOTAL | A | B | C |
|--|-------|---|---|---|
| DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common) | | | | |
| NUMBER OF OUTSTANDING SHARES | | | | |
| NUMBER OF VOTES ENTITLED TO BE CAST | | | | |
| NUMBER OF VOTES REPRESENTED AT THE MEETING | | | | |
| SHARES VOTED IN FAVOR | | | | |
| SHARES VOTED AGAINST | | | | |

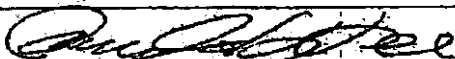
SIGNATURE

In witness whereof, the undersigned being the Vice President and Corporate Secretary of the surviving corporation executes
 (Officer or Chairman of Board)

these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 23rd day of November, 2017

Signature



Printed name

Samuel K. Lee

EXHIBIT A

PLAN OF MERGER

1. NiSource Finance Corp., an Indiana corporation ("Finance"), shall be merged (the "Merger") with and into NiSource Inc., a Delaware corporation (the "Parent"), in accordance with the laws of the States of Delaware and Indiana.
2. At the effective time of the Merger, the Parent shall be the surviving corporation and shall continue as a corporation of the State of Delaware, and the status of Finance shall cease.
3. The effective time of the Merger shall be the date and time at which the Parent files a Certificate of Ownership and Merger with the Secretary of State of Delaware.
4. The Merger shall effect no change in the Certificate of Incorporation of the Parent or in its By-Laws, and the Directors and Officers of the Parent shall continue as the Directors and Officers of the surviving corporation following the Merger.
5. At the effective time of the Merger, the outstanding capital stock of Finance shall be cancelled, and no securities or other property shall be issued in exchange therefor.
6. As a result of the Merger, the Parent shall succeed to and assume all of the assets and liabilities of Finance.
7. Parent, as the sole shareholder of Finance, has waived the requirement that it receive a copy or summary of the Plan of Merger.