

ENTERGY OPERATIONS, INC.

RESTATED CERTIFICATE OF INCORPORATION

The following Restated Certificate of Incorporation, duly adopted pursuant to the provisions of the General Corporation Law of the State of Delaware, amend, restate, integrate and supersede the existing Certificate of Incorporation of the Corporation, dated March 8, 1990:

FIRST: The name of the Corporation is Entergy Operations, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at the address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware as presently in effect or as may hereinafter be amended. The primary objects for which the Corporation is organized are:

(a) To engage in the operation of electric generating power plants;

(b) To act as agent, broker or factor for any person, individual, firm, corporation or other body;

(c) To borrow money and contract debts in connection with the transaction of the business of the Corporation or

for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects;

(d) To make any guaranty respecting dividends, stocks, bonds, contracts, or other obligations, whether of the Corporation or any other person, individual, firm, corporation or other body, insofar as may be permitted by law;

(e) To lend money, secured by mortgages on personal property or real estate, or as collateral security therefor to take notes, open accounts, and other similar evidences of debt or otherwise;

(f) To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Delaware and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries; and

(g) To do everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects set forth in this Certificate of Incorporation or any amendment thereof.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article THIRD shall also be construed as powers, and that the foregoing enumeration of specific objects shall not be held to limit or restrict in any manner the powers of the Corporation, but shall be in furtherance of, and in addition to, and not in limitation of, the general powers conferred by the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation is authorized to issue is 1,000, of Five Dollar (\$5.00) par value and of one class; such class is hereby designated as common stock.

FIFTH: No stockholder shall be entitled as a matter of right to subscribe for, purchase or receive any shares of the stock or any rights or options of the Corporation which it may issue or sell, whether out of the number of shares

authorized by this Certificate of Incorporation or by amendment thereof or out of the shares of the stock of the Corporation acquired by it after the issuance thereof, nor shall any stockholder be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures or other obligations which the Corporation may issue or sell that shall be convertible into or exchangeable for stock or to which shall be attached or appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the Corporation any shares of its capital stock, but all such additional issues of stock, rights, options, or of bonds, debentures or other obligations convertible into or exchangeable for stock or to which warrants shall be attached or appertain or which shall confer upon the holder the right to subscribe for or purchase any shares of stock may be issued and disposed of by the Board of Directors to such persons and upon such terms as in their absolute discretion they may deem advisable, subject only to such limitations as may be imposed in this Certificate of Incorporation or in any amendment thereto.

SIXTH: (1) Each holder of record of the common stock of the Corporation shall, at every meeting of the stockholders of the Corporation, be entitled to one (1) vote

for each share of common stock standing in his name on the books of the Corporation, and such votes may be cast either in person or by proxy, appointed by an instrument in writing, subscribed by such stockholder or by his duly authorized attorney, and filed with the Secretary before being voted on, but no proxy shall be voted after three (3) years from its date, unless said proxy provides for a longer period. Except as otherwise required by the laws of the State of Delaware, the holders of the common stock of the Corporation shall exclusively possess all voting power for the election of Directors and for all other purposes and are entitled to vote on each matter to be voted on at a stockholders' meeting.

(2) The vote on all elections of Directors and on any other questions before the meeting need not be by ballot, except upon demand by the holders of the majority of shares of the common stock of the Corporation present in person or by proxy.

(3) When a quorum is present at any meeting of the stockholders or the Corporation, the vote of the holders of a majority of the shares of the common stock of the Corporation and present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, under any provision of the laws of the State of Delaware or of this Certificate

of Incorporation, a different vote is required, in which case such provision shall govern and control the decision of such question.

(4) Whenever the vote of the holders of the common stock of the Corporation at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provision of the laws of the State of Delaware or of this Certificate of Incorporation, such corporate action may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding common stock of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given in writing to those stockholders who have not consented thereto.

SEVENTH: The name and address of the incorporator named in the Certificate of Incorporation dated March 8, 1990, which is provided herein for informational purposes only, is:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. McGehee	P. O. Box 651 Jackson, MS 39205

EIGHTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its Directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by the Board of Directors.

(a) The number of Directors which shall constitute the whole Board shall be not less than three (3) nor more than eighteen (18). Within such limits, the number of Directors may be fixed from time to time by vote of the stockholders or the Board of Directors subject to stockholder approval, at any regular or special meeting. Election of Directors need not be by ballot unless the Bylaws so provide. Directors need not be stockholders. Directors shall be elected at the annual meeting of the stockholders of the Corporation, except as herein provided, to serve until the next annual meeting of stockholders and until their respective successors are duly elected and have qualified. Vacancies occurring among the Directors (other than in the case of removal of a Director) shall be filled by a majority vote of the Directors then in office with the consent of the holders of a majority of the issued and outstanding common stock of the

Corporation, or by the sole remaining Director with the consent of the holders of a majority of the issued and outstanding common stock of the Corporation, or by resolution duly adopted by the holders of a majority of the issued and outstanding common stock of the Corporation at a special meeting held for such purpose, or by action taken in lieu of such meeting, or at the next annual meeting of stockholders following any vacancy. At any meeting of stockholders of the Corporation called for that purpose, the holders of a majority of the issued and outstanding shares of the common stock of the Corporation may remove from office, with or without cause, any or all of the Directors and the successor of any Director so removed shall be elected at such meeting or at a later meeting by the holders of a majority of the issued and outstanding common stock of the Corporation.

(b) The first meeting of each newly elected Board of Directors shall be held as soon as practicable after each annual election of Directors and on the same day, at the same place where regular meetings of the Board of Directors are held, or at such other time and place as may be provided by resolution of the Board. Such meeting may be held at any other time or place which shall be specified in a notice given, as hereinafter



provided, for special meetings of the Board of Directors. Regular meetings of the Board of Directors may be held with reasonable notice at such time and place, either within or without the State of Delaware, as shall from time to time be determined by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or by the President on reasonable notice as provided in the Bylaws given to each Director, and such meetings shall be held at the principal business office of the Corporation or such other place or places, either within or without the State of Delaware, as shall be specified in the notice thereof.

(2) The Board of Directors shall have power to authorize the payment of compensation and reimbursement of expenses to the Directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors or the Executive Committee and all other committees and to determine the amount of such compensation and fees.

(3) The Board of Directors is expressly authorized (a) to make, alter or amend the Bylaws of the Corporation, subject to the power of the stockholders to alter, amend or repeal such Bylaws; (b) to authorize and cause to be

executed mortgages and liens upon all or any part of the property of the Corporation; (c) to determine the use and disposition of any surplus or net profits; and (d) to fix the times for the declaration and payment of dividends.

(4) When and as authorized by the affirmative vote of the holders of a majority of the common stock of the Corporation issued and outstanding, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the common stock of the Corporation issued and outstanding, the Board of Directors is expressly authorized to sell, lease or exchange all or substantially all, of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

(5) The Board of Directors may not cause the Corporation to merge or consolidate with or into any other corporation or corporations, unless such merger or consolidation shall have been authorized by the affirmative vote of the holders of a majority of the common stock of the Corporation, issued and outstanding, given at a stockholders' meeting called for that purpose, or authorized

by the written consent of the holders of a majority of the common stock of the Corporation issued and outstanding.

(6) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation, and to any Bylaws from time to time passed by the stockholders; provided, however, that no By-Law so created shall invalidate any prior act of the Directors which was valid in the absence of such By-Law.

NINTH: To the fullest extent permitted by Delaware law, or any other applicable law presently or hereafter in effect, no Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for or with respect to any acts or omissions in the performance of his duties.

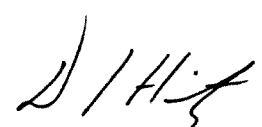
Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

TENTH: If after the date of adoption of this Certificate of Incorporation any provision of this

Certificate of Incorporation is invalidated on any grounds by any court of competent jurisdiction, then only such provision shall be deemed inoperative and null and void and the remainder of this Certificate of Incorporation shall not be affected thereby.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision 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 and seal, the 8th day of June, 1990.

  
\_\_\_\_\_  
Executive Vice President &  
Chief Operating Officer

In the presence of:

  
\_\_\_\_\_  
Assistant Secretary

STATE OF MISSISSIPPI

COUNTY OF HINDS

BE IT REMEMBERED that on this 8th day of June, 1990, personally came before me, a Notary Public in and for the County and State aforesaid, Donald C. Hintz , party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be the act and deed of the signer respectively, and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

  
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Notary Public

My Commission Expires June 13, 1993