

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM579088

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kansas City Power & Light Company		08/30/2019	Corporation: MISSOURI
RECEIVING PARTY DATA			
Name:	Evergy Metro, Inc.		
Street Address:	1200 Main Street		
City:	Kansas City		
State/Country:	MISSOURI		
Postal Code:	64105		
Entity Type:	Corporation: MISSOURI		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	1883988		
Registration Number:	2724967	ACCOUNTLINK ADVANTAGE	
Registration Number:	3601975	KCP&L	
Registration Number:	3202640	APARTMENTLINK	
Registration Number:	3176202	KANSAS CITY POWER & LIGHT	
Registration Number:	4863188	CC	
Registration Number:	4873553	CC CLEANCHARGE NETWORK	
CORRESPONDENCE DATA			
Fax Number:	9136479057		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	913-647-9050		
Email:	tmdocketing.herman@hoveywilliams.com		
Correspondent Name:	Joan O. Herman / HOVEY WILLIAMS LLP		
Address Line 1:	10801 Mastin Blvd.		
Address Line 2:	Suite 1000		
Address Line 4:	Overland Park, KANSAS 66210		
ATTORNEY DOCKET NUMBER:	1778.00000		
NAME OF SUBMITTER:	Joan Optican Herman		

CH \$190.00 1883988

SIGNATURE:	/Joan Optican Herman/
DATE SIGNED:	06/02/2020
Total Attachments: 11 source=1510960_1#page1.tif source=1510960_1#page2.tif source=1510960_1#page3.tif source=1510960_1#page4.tif source=1510960_1#page5.tif source=1510960_1#page6.tif source=1510960_1#page7.tif source=1510960_1#page8.tif source=1510960_1#page9.tif source=1510960_1#page10.tif source=1510960_1#page11.tif	

AMENDED AND RESTATED
ARTICLES OF CONSOLIDATION
OF
KANSAS CITY POWER & LIGHT COMPANY

The undersigned, Kansas City Power & Light Company (the "**Corporation**"), a Missouri corporation, for the purpose of amending and restating the Articles of Consolidation of the Corporation in accordance with Sections 351.090, 351.106 and 351.107 of The Missouri General and Business Corporation Law ("**MGBCL**"), hereby certifies that:

- I. The current name of the Corporation is Kansas City Power & Light Company, Charter #00040080.
- II. The Corporation was formed on July 29, 1922 under the corporate name "Kansas City Power & Light Company" by consolidation with Carroll County Electric Company and forming a new corporation.
- III. On May 7, 2019, the Board of Directors of the Corporation adopted resolutions authorizing and approving amendments to the Corporation's organizational documents to change the Corporation's name to **Evergy Metro, Inc.**
- IV. The attached amended and restated articles of consolidation set forth in Exhibit A (the "**Amended and Restated Articles**") (i) change the Corporation's name in ARTICLE FIRST to **Evergy Metro, Inc.**, (ii) integrate into ARTICLE SECOND a notice filing from Nov. 17, 2014 regarding change of registered agents, and (iii) restate the other provisions of the articles of consolidation.
- V. All holders of common stock were entitled to vote on the proposed amendments. The Corporation has one share of common stock outstanding, and the sole shareholder of the Corporation voted for and authorized the Amended and Restated Articles on August 29, 2019 in accordance with Section 351.273 of the MGBCL.
- VI. The Amended and Restated Articles will be effective as of 8:00 a.m. (Central Daylight Time) on September 16, 2019 (the "**Effective Time**") in accordance with Section 351.048 of the MGBCL, and as of the Effective Time, will read in their entirety as set forth in the attached Exhibit A.

ORI-09052019-0586 State of Missouri

No of Pages 10 Pages



Amend/Restate - For Profit

IN WITNESS WHEREOF, I have hereunto subscribed my name at Kansas City, Missouri on this 30th day of August, 2019, and declare under penalty of perjury under the laws of the State of Missouri that the foregoing is true and correct.

KANSAS CITY POWER & LIGHT COMPANY


By: 
Jeffrey C. DeBruin
Corporate Counsel and Assistant Secretary

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF CONSOLIDATION**

OF

EVERGY METRO, INC.

As of September 16, 2019

(formerly Kansas City Power & Light Company)

TRADEMARK

REEL · 006950 FRAME · 0626

**AMENDED AND RESTATED
ARTICLES OF CONSOLIDATION**

OF

EVERGY METRO, INC.

ARTICLE FIRST. The name of the Corporation shall be "Evergy Metro, Inc."

ARTICLE SECOND. The current address, including street and number, of the Corporation's registered agent in the State of Missouri is 221 Bolivar Street, Jefferson City, MO 65101, and the name of its current registered agent at such address is CSC-Lawyers Incorporating Service Company.

ARTICLE THIRD. The amount of authorized capital stock of the Corporation is One Thousand (1,000) shares of Common Stock without par value.

- i. *Dividends.* Subject to the limitations in this ARTICLE THIRD set forth, dividends may be paid on the Common Stock out of any funds legally available for the purpose, when and as declared by the Board of Directors.
- ii. *Liquidation Rights.* In the event of any liquidation or dissolution of the Corporation, after there shall have been paid to or set aside for the holders of outstanding shares having superior liquidation preferences to Common Stock the full preferential amounts to which they are respectively entitled, the holders of outstanding shares of Common Stock shall be entitled to receive pro rata, according to the number of shares held by each, the remaining assets of the Corporation available for distribution.
- iii. *Voting Rights.* Except as set forth in this ARTICLE THIRD or as by statute otherwise mandatory provided, the holders of the Common Stock shall exclusively possess full voting powers for the election of Directors and for all other purposes.
- iv. *No Preemptive Rights.* No holders of outstanding shares of Common Stock shall have any preemptive right to subscribe for or acquire any shares of stock or any securities of any kind hereafter issued by the Corporation.
- v. *Consideration for Shares.* Subject to applicable law, the shares of the Corporation, now or hereafter authorized, may be issued for such consideration as may be fixed from time to time by the Board of Directors. Subject to applicable law and to the provisions of this ARTICLE THIRD, shares of the Corporation issued and thereafter acquired by the Corporation may be disposed of by the Corporation for such consideration as may be fixed from time to time by the Board of Directors.

- vi. *Crediting Consideration to Capital.* The entire consideration hereafter received upon the issuance of shares of Common Stock without par value shall be credited to capital, and this requirement may not be eliminated or amended without the affirmative vote of consent of the holders of two-thirds of the outstanding Common Stock.

ARTICLE FOURTH. The number of Directors which shall constitute the whole Board of Directors shall be fixed by the By-laws of the Corporation, but shall not be less than three (3). Any changes in the number of Directors shall be reported to the Secretary of State of Missouri within thirty (30) calendar days of such change.

ARTICLE FIFTH. That the Corporation, Evergy Metro, Inc., shall continue perpetually.

ARTICLE SIXTH. That the Corporation, Evergy Metro, Inc., is formed for the following purposes:

The acquisition, construction, maintenance and operation of electric power and heating plant or plants and distribution systems therefor; the purchase of electrical current and of steam and of other heating mediums and forms of energy; distribution and sale thereof; the doing of all things necessary or incident to carrying on the business aforesaid in the State of Missouri and elsewhere, and generally the doing of all other things the law may authorize such a corporation so to do.

ARTICLE SEVENTH. The Board of Directors may make, alter, amend or repeal By-laws of the Corporation by a majority vote of the whole Board of Directors at any regular meeting of the Board or at any special meeting of the Board if notice thereof has been given in the notice of such special meeting. Nothing in this ARTICLE SEVENTH shall be construed to limit the power of the shareholders to make, alter, amend or repeal By-laws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

ARTICLE EIGHTH. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum; provided, that less than such quorum shall have the right successively to adjourn the meeting to a specified date not longer than 90 days after such adjournment, and no notice need be given of such adjournment to shareholders not present at the meeting.

ARTICLE NINTH. These Amended and Restated Articles of Consolidation may be amended in accordance with and upon the vote prescribed by the laws of the State of Missouri; provided, that in no event shall any such amendment be adopted after the date of the adoption of this ARTICLE NINE without receiving the affirmative vote of at least a majority of the outstanding shares of the Corporation entitled to vote.

ARTICLE TENTH. In addition to any affirmative vote required by these Amended and Restated Articles of Consolidation or By-laws, the affirmative vote of the holders of at least 80% of the outstanding shares of Common Stock of the Corporation entitled to vote shall be required for the approval or authorization of any Business Combination with an Interested Shareholder; provided, however, that such 80% voting requirement shall not be applicable if:

- (a) the Business Combination shall have been approved by a majority of the Continuing Directors; or
- (b) the cash or the Fair Market Value of the property, securities or other consideration to be received per share by holders of the Common Stock in such Business Combination is not less than the highest per share price paid by or on behalf of the Interested Shareholder for any shares of Common Stock during the five-year period preceding the announcement of such Business Combination.

The following definitions shall apply for purposes of this ARTICLE TENTH:

- (a) The term "Business Combination" shall mean: (i) any merger or consolidation involving the Corporation or a subsidiary of the Corporation with or into an Interested Shareholder; (ii) any sale, lease, exchange, transfer or other disposition (in one transaction or a series) of any Substantial Part of the assets of the Corporation or a subsidiary of the Corporation to or with an Interested Shareholder; (iii) the issuance of any securities of the Corporation or a subsidiary of the Corporation to an Interested Shareholder other than the issuance on a pro rata basis to all holders of shares of the same class pursuant to a stock split or stock dividend; (iv) any recapitalization or reclassification or other transaction that would have the effect of increasing the proportionate voting power of an Interested Shareholder; (v) any liquidation, spinoff, splitup or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder; or (vi) any agreement, contract, arrangement or understanding providing for any of the transactions described in this definition of Business Combination;
- (b) The term "Interested Shareholder" shall mean and include (i) any individual, corporation, partnership or other person or entity which, together with its "Affiliates" or "Associates" (as defined on March 1, 1986, in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934) "beneficially owns" (as defined on March 1, 1986, in Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934) in the aggregate 5% or more of the outstanding shares of the Common Stock of the Corporation, and (ii) any Affiliate or Associate of any such Interested Shareholder;
- (c) The term "Continuing Director" shall mean any member of the Board of Directors of the Corporation who is unaffiliated with the Interested Shareholder and was a member of the Board of Directors prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director if the successor is unaffiliated with

the Interested Shareholder and is recommended or elected to succeed the Continuing Director by a majority of Continuing Directors;

(d) The term "Fair Market Value" shall mean: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities and 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 similar 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 as determined by a majority of the Continuing Directors; and (ii) in the case of property other than cash or stock, the Fair Market Value of such property on the date in question as determined by a majority of the Continuing Directors; and

(e) The term "Substantial Part" shall mean 10% or more of the Fair Market Value of the total assets as reflected on the most recent balance sheet existing at the time the shareholders of the Corporation would be required to approve or authorize the Business Combination involving the assets constituting any such Substantial Part.

Notwithstanding ARTICLE NINTH or any other provisions of these Amended and Restated Articles of Consolidation or the By-laws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law), this ARTICLE TENTH may not be altered, amended or repealed except by the affirmative vote of the holders of at least 80% or more of the outstanding shares of Common Stock of the Corporation entitled to vote.

ARTICLE ELEVENTH (a) *Right to Indemnification.* Each person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was an employee of the Corporation acting within the scope and course of his or her employment or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by The Missouri General and Business Corporation Law, as the same exists or may hereafter be amended, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid to or to be paid in settlement) actually and reasonably incurred by such person in connection therewith. The Corporation may in its discretion by action of its Board of Directors provide indemnification to agents of the Corporation as provided for in this ARTICLE ELEVENTH. Such indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.

(b) *Rights Not Exclusive.* The indemnification and other rights provided by this ARTICLE ELEVENTH shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, By-laws of the Corporation, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in any other capacity while holding the office of Director or officer, and the Corporation is hereby expressly authorized by the shareholders of the Corporation to enter into agreements with its Directors and officers which provide greater indemnification rights than that generally provided by The Missouri General and Business Corporation Law; provided, however, that no such further indemnity shall indemnify any person from or on account of such Director's or officer's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Any such agreement providing for further indemnity entered into pursuant to this ARTICLE ELEVENTH after the date of approval of this ARTICLE ELEVENTH by the Corporation's shareholders need not be further approved by the shareholders of the Corporation in order to be fully effective and enforceable.

(c) *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who was or is a Director, officer, employee or agent of the Corporation, or was or is serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this ARTICLE ELEVENTH.

(d) *Amendment.* This ARTICLE ELEVENTH may be hereafter amended or repealed; however, no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person entitled to obtain indemnification or an advance of expenses with respect to an action, suit or proceeding that pertains to or arises out of actions or omissions that occur prior to the later of (a) the effective date of such amendment or repeal; (b) the expiration date of such person's then current term of office with, or service for, the Corporation (provided such person has a stated term of office or service and completes such term); or (c) the effective date such person resigns his or her office or terminates his or her service (provided such person has a stated term of office or service but resigns prior to the expiration of such term).

ARTICLE TWELFTH. Any act or transaction by or involving the Corporation that requires for its adoption pursuant to Chapter 351 of the Missouri General and Business Corporation Law or these Amended and Restated Articles of Consolidation the approval of the shareholders of the Corporation shall, pursuant to Section 351.448 of the Missouri General and Business Corporation Law, require, in addition, the approval of the shareholders of Great Plains Energy Incorporated, a Missouri corporation, or any successor thereto by merger, by the same vote as is required pursuant to Chapter 351 of the Missouri General and Business Corporation Law or the Amended and Restated Articles of Consolidation of the Corporation.

ARTICLE THIRTEENTH. The liability of the Corporation's directors to the Corporation or any of its shareholders for monetary damages for breaches of fiduciary duties as a director shall be eliminated to the fullest extent permitted under The Missouri General and Business Corporation

Law, as the same exists or may hereafter be amended. Neither any repeal or modification of this ARTICLE THIRTEEN by the shareholders of the Corporation nor the amendment or adoption of any other provision of the Articles of Incorporation inconsistent with this ARTICLE THIRTEEN shall adversely affect any right or protection of a director of the Corporation existing hereunder at the time of such repeal, modification or amendment with respect to acts or omissions occurring prior to such repeal, modification or amendment.

[End of Document]



August 30, 2019

Jeff City Filing Service

Re: **Name Reservation Transfer and Assignment**
Evergy Metro, Inc.
Name Reservation ID: NR000771876

Ladies and Gentlemen:

As shown in the attached Application for Reservation of Name, I reserved the corporate name "Evergy Metro, Inc." with the Secretary of State of the State of Missouri on July 24, 2019, and effective as of the date of this letter, I hereby release the name reservation and transfer and assign the name to Jeff City Filing Service. I also hereby consent to the use of the name "Evergy Metro, Inc." in connection with the amendment of the Articles of Incorporation of Kansas City Power and Light Company to change its name to "Evergy Metro, Inc."

Sincerely yours,

A handwritten signature in black ink that reads "Jeffrey C. DeBruin". The signature is written in a cursive style and is followed by a horizontal line.

Jeffrey C. DeBruin
Corporate Counsel and Assistant Secretary

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF AMENDMENT AND RESTATEMENT

WHEREAS,

Evergy Metro, Inc.
00040080

FORMERLY

KANSAS CITY POWER & LIGHT COMPANY

a corporation organized under General and Business Corporation Law has delivered to me a Certificate Of Amendment And Restatement of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment and Restatement of Articles of Incorporation under General and Business Corporation Law, and that the Articles of Incorporation of said corporation are amended and restated in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 5th day of September, 2019.

Effective Date: September 16, 2019


Secretary of State



TRADEMARK