

B99000000272

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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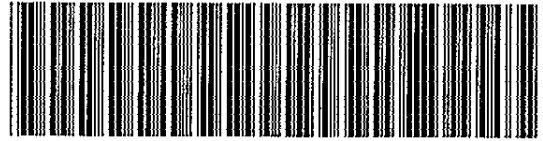
Certificates of Status _____

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FILED

06 MAR 22 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Outigan MAR 22 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Indiantown Project Investment Partnership, L.P.
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Anne Reece

(Contact Person)

Cogentrix Energy, Inc.

(Firm/Company)

9405 Arrowpoint Blvd.

(Address)

Charlotte, NC 28273-8110

(City, State and Zip Code)

For further information concerning this matter, please call:

Anne Reece

(Name of Contact Person)

at (704) 525-3800

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☒ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2006

ANNE REECE
COGENTRIX ENERGY, INC.
9405 ARROWPOINT BLVD.
CHARLOTTE, NC 28273-8110

SUBJECT: INDIANTOWN PROJECT INVESTMENT PARTNERSHIP, L.P.
Ref. Number: B99000000272

We have received your document for INDIANTOWN PROJECT INVESTMENT PARTNERSHIP, L.P. and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 206A00015872

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 22 AM 10:02

FILED

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Indiantown Project Investment Partnership, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 8/07/1998

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Toyan Enterprises, LLC

9405 Arrowpoint Blvd.

MO5000006021

Charlotte, NC 28273-8110

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- ☐ The entity elects to be a limited liability limited partnership.
- ☐ The entity is no longer a limited liability limited partnership.

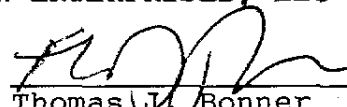
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

TOYAN ENTERPRISES, LLC

By:


Thomas J. Bonner
President

APR

Typed or printed name:

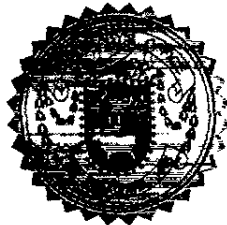
Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INDIANTOWN PROJECT INVESTMENT PARTNERSHIP, L.P.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2006, AT 11 O'CLOCK A.M.



2929916 8100

060255440

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4599554

DATE: 03-17-06