

F1100000 4283

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

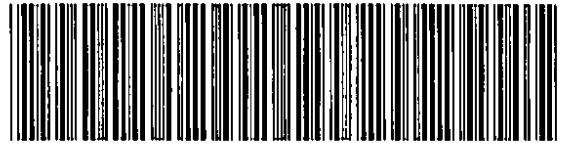
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800323830878

01/30/19--01015--031 **\$2.50

R. WHITE
FEB 01 2019

2019 JAN 30 PM 6:37
R. WHITE

FILED

BRACEWELL

January 28, 2019

VIA FEDERAL EXPRESS

Florida Department of State – Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Foreign Corporation - Name Change Amendment

Dear Sir/Madam,

Enclosed for filing please find the following documents for processing:

1. Florida Cover Letter;
2. Application to File Amendment to Application for Authorization to Transact Business in Florida;
3. Certified copy of Certificate of Merger and Certificate of Correction as filed with the Delaware Secretary of State's office; and
4. A check in the amount of \$52.50 evidencing the filing fee, certificate of status and certified copy.

Please return a certified copy and certificate of status to the following:

Kathryn Penry
c/o Bracewell LLP
2001 M Street NW, Suite 900
Washington, D.C. 20036-3319

If you have any questions please contact the undersigned at (212) 508-6162 or mary.kearney@bracewell.com.

Very truly yours,



Mary Kearney
Paralegal

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Marubeni Caribbean Power, Inc.
Name of Corporation

DOCUMENT NUMBER: F11000004283

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathryn Penry

Name of Contact Person

Bracewell LLP

Firm/Company

2001 M Street NW, Suite 900

Address

Washington, D.C. 20036-3319

City/State and Zip Code

ancosky-michelle@marubeni.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathryn Penry

at (724) 288-6370

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

(Pursuant to s. 607.1504, F.S.)

SECTION I

F11000004283

(Document number of corporation (if known))

Marubeni Caribbean Power, Inc.

(Name of corporation as it appears on the records of the Department of State)

2 Delaware

(Incorporated under laws of)

2 October 25, 2011

(Date authorized to do business in Florida)

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 31, 2018

5 Marubeni Power International, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated 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 corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Seichiro Tanigaki

(Typed or printed name of person signing)

Treasurer & Secretary

(Title of person signing)

FILED
2019 JAN 30 PM 6:37
CLERK OF DISTRICT COURT
TALLAHASSEE, FL

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MARUBENI CARIBBEAN POWER, INC.", A DELAWARE CORPORATION, WITH AND INTO "MARUBENI POWER INTERNATIONAL, INC." UNDER THE NAME OF "MARUBENI POWER INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2018, AT 3:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3024475 8100M
SR# 20188261945

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204145881
Date: 12-20-18

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:45 PM 12/19/2018
FILED 03:45 PM 12/19/2018
SR 20188261945 - File Number 3024475

**OF
MARUBENI CARIBBEAN POWER, INC.
(a Delaware corporation)**

WITH AND INTO

**MARUBENI POWER INTERNATIONAL, INC.
(a Delaware corporation)**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of surviving corporation is Marubeni Power International, Inc., and the name of the corporation being merged into this surviving corporation is Marubeni Caribbean Power, Inc.

SECOND: The Agreement of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Marubeni Power International, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on December 19, 2018.

SIXTH: The Merger Agreement is on file at Marubeni Power International, Inc., 375 Lexington Avenue, New York, NY 10017, the place of business of the surviving corporation.

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[Signature Page Follows]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 19 day of December, 2018.

MARUBENI POWER INTERNATIONAL, INC.

By: 
Authorized Officer

Name: Munako Nakajima
Title: President & CEO

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CORRECTION OF "MARUBENI POWER
INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST
DAY OF DECEMBER, A.D. 2018, AT 4:23 O'CLOCK P.M.



3024475 8100
SR# 20188386931

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204185693
Date: 12-27-18

**STATE OF DELAWARE
CERTIFICATE OF CORRECTION**

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:23 PM 12/21/2018
FILED 04:23 PM 12/21/2018
SR 20188325704 - File Number 3024475

Marubeni Power International, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: The name of the corporation is Marubeni Power International, Inc.

SECOND: That a Certificate of Merger was filed by the Secretary of State of Delaware on December 19, 2018, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

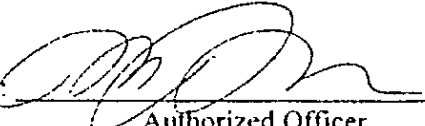
THIRD: The inaccuracy or defect of said Certificate is: The effective date of the Certificate of Merger.

FOURTH: Article FIFTH of the Certificate is corrected to read as follows:

"FIFTH: The merger is to become effective on
December 31, 2018."

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction this 21st day of December, 2018.

MARUBENI POWER INTERNATIONAL, INC.

By: 
Authorized Officer

Name: Minako Nakayama
Title: President & CEO