

MAR. 14. 2008 3:52 PM

NO. 276 P.P. 1 of 1

**A 30727**

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6383

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

RECEIVED

08 MAR 14 PM 4:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION**

**INDIANTOWN COGENERATION, L.P.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$52.50

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Electronic Filing Menu

Corporate Filing System

**T. HAMPTON**

Help

MAR 17 2008

**EXAMINER**

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

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 COGENERATION, L.P.

2. The jurisdiction of its formation is: DELAWARE

3. The date the entity was authorized to transact business in Florida is: 10/23/1990

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:

Indiantown Project Investment  
Partnership, L.P.

Business Address:

9405 Arrowpoint Blvd.  
Charlotte, NC 28273-8110

Palm Power LLC

9405 Arrowpoint Blvd.  
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:

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

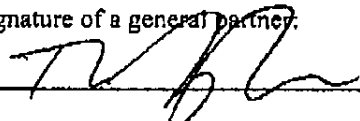
☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, 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:

  
\_\_\_\_\_

Typed or printed name:

Thomas J. Bonner  
President

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 CONVERSION OF "PALM POWER CORPORATION", CHANGING ITS NAME FROM "PALM POWER CORPORATION" TO "PALM POWER LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2007, AT 10 O'CLOCK A.M.

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DIVISION OF CORPORATIONS  
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2213925 8100

080314166

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)

A handwritten signature in cursive script, reading "Harriet Smith Windsor".

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6448145

DATE: 03-13-08

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NO. 276

P. 5

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:02 AM 11/07/2007  
FILED 10:00 AM 11/07/2007  
SRV 071198016 - 2213925 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is November 20, 1989.
- 4.) The name of the Corporation immediately prior to filing this Certificate is  
Palm Power Corporation.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of  
Formation is Palm Power LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
7th day of November, A.D. 2007.

By: Elizabeth L. Rippstein  
Authorized Person

Name: Elizabeth L. Rippstein  
Print or Type

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DIVISION OF CORPORATIONS  
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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:02 AM 11/07/2007  
FILED 10:00 AM 11/07/2007  
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**CERTIFICATE OF FORMATION****OF****PALM POWER LLC**

This Certificate of Formation of Palm Power LLC (the "Company") is being executed and filed by the undersigned, as an authorized person of the Company, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

1. The name of the limited liability company formed hereby is "Palm Power LLC".
2. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.
3. The name and address of the registered agent for service of process on the Company is, Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

IN WITNESS WHEREOF, the undersigned, as an authorized person of the Company, has caused this Certificate of Formation to be duly executed as of the 7<sup>th</sup> day of November 2007.

/s/ Sarah Boissins

Sarah Boissins  
Authorized Person

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