

# A31440

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

From: Account Name : NEXTERA ENERGY RESOURCES, LLC  
Account Number : I20000000047  
Phone : (561)691-7259  
Fax Number : (561)691-7305

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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*  
Email Address: JULIE.KRAUSS@nexteraenergy.com

**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION  
CEDAR BAY GENERATING COMPANY, LIMITED  
PARTNERSHIP**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$52.50

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K. SALLY  
EXAMINER  
SEP 23 2015

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The name of the limited partnership as it appears on the records of the Florida Department of State is: Cedar Bay Generating Company, Limited Partnership.
2. Document Number of Foreign Limited Partnership: A31440
3. The jurisdiction of its formation: Delaware
4. The date the entity was authorized to transact business in Florida was: 4/16/1991
5. The principal office address and mailing address is amended to: 700 Universe Blvd., Juno Beach, Florida 33408.
6. The name and address and business address of each general partner is amended to:

Cedar Bay Cogeneration, LLC  
700 Universe Blvd  
Juno Beach, FL 33408

Cedar II Power, LLC  
700 Universe Blvd  
Juno Beach, FL 33408

7. In accordance with Section 620.1115, Florida Statutes, the name and address of the current registered agent and office is: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301 is changed to the new registered office and address as follows, effective upon filing of this Amendment:

J.E. Leon  
4200 W Flagler  
Suite 2123  
Miami, FL 33134

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature of Registered Agent

8. Attached is an original certificate evidencing the aforementioned amendment, duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

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9. The amendment is effective as of the date filed with the Florida Department of State.

Cedar Bay Cogeneration, LLC  
a General Partner

By: Melissa A. Plotsky  
Melissa A. Plotsky  
Assistant Secretary

Cedar II Power, LLC  
a General Partner

By: Melissa A. Plotsky  
Melissa A. Plotsky  
Assistant Secretary

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LAW DEPT

PAGE 04/06

# Delaware

Page 1

The First State

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 RESTATED CERTIFICATE OF "CEDAR BAY GENERATING COMPANY, LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2015, AT 11:31 O'CLOCK A.M.

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TALLAHASSEE, FLORIDA



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State

2259178 8100  
SR# 20150194856

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF DELAWARE

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to amend and restate the Certificate of Limited Partnership pursuant to the provisions of §17.210 (b) of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

**FIRST:** The name of the limited partnership is: Cedar Bay Generating Company, Limited Partnership

**SECOND:** The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Registered Agent at such address is The Corporation Trust Company.

**THIRD:** The name and mailing address of each general partner is as follows:

Cedar Bay Cogeneration, LLC,  
700 Universe Blvd.  
Juno Beach, FL 33408

Cedar II Power, LLC,  
700 Universe Blvd.  
Juno Beach, FL 33408

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Limited Partnership on this 18<sup>th</sup> day of September, 2015.

Cedar Bay Cogeneration, LLC  
a General Partner

By: Melissa A. Plotsky  
Melissa A. Plotsky  
Assistant Secretary

Cedar II Power, LLC  
a General Partner

By: Melissa A. Plotsky  
Melissa A. Plotsky  
Assistant Secretary

State of Delaware

Secretary of State

Division of Corporations

Delivered 11:33 AM 09/21/2015

FILED 11:31 AM 09/18/2015

SR 20150194856 - File Number 2259178

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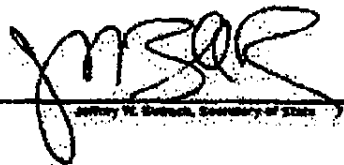
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STATE OF DELAWARE

WAIVER OF REQUIREMENT  
FOR AFFIDAVIT OF EXTRAORDINARY EVENT CONDITION

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary event condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition and establishes such date and time and the filing date of such instrument.

  
Jeffrey W. Bullock, Secretary of State

JEFFREY W. BULLOCK  
Secretary of State

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