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Division of Corporations
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08 MAR -6 AM 10:18

SECRETARY OF STATE
DIVISION OF CORPORATIONS

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

PASCO COGEN REALTY, L.P.

Certificate of Status	0
Certified Copy	0
Page Count	05
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR -6 AM 10:18

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:
PASCO COGEN REALTY, L.P.
2. The jurisdiction of its formation is: Delaware
3. The date the entity was authorized to transact business in Florida is: 12/9/2004
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:

MO4-3878

MO4-2477

Name:	Business Address:
<u>Teton Pasco Realty, LLC</u>	<u>c/o Atlantic Power Corp.</u> <u>200 Clarendon St., 25th floor</u> <u>Boston, MA 02116</u>
<u>NCP Dade Power LLC</u>	<u>c/o Atlantic Power Corp.</u> <u>200 Clarendon St., 25th floor</u> <u>Boston, MA 02116</u>
_____	_____
_____	_____
_____	_____

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 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.)

NCP Dade Power, LLC

Signature of a general partner:



Typed or printed name:

Barry E. Welch

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 AMENDMENT OF "PASCO COGEN REALTY,
L.P.", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D.
2008, AT 3:03 O'CLOCK P.M.



3857681 8100

080275606

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6427334

DATE: 03-05-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:03 PM 03/03/2008
FILED 03:03 PM 03/03/2008
SRV 080275606 - 3857681 FILE

STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 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 PASCO COGEN REALTY, L.P.

SECOND: Article Third of the Certificate of Limited Partnership shall be amended as follows: Third: The name and mailing address of each general partner is as follows: (i) Teton Pasco Realty, LLC c/o Atlantic Power Holdings, LLC, 200 Clarendon St., 25th fl., Boston, MA 02115 and (ii) NCP Dade Power LLC c/o Atlantic Power Holdings, LLC 200 Clarendon St 25th fl., Boston MA 02115

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 28 day of February, A.D. 2008

NCP Dade Power, LLC
Teton Pasco Realty, LLC

By: 

General Partner(s)

Name: Barry E. Webb

Print or Type President

Teton Pasco Realty, LLC and
NCP Dade Power, LLC