

CURS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-1

F00000003637

CONTACT: CINDY HICKS

DATE: 6-27-00

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-06/27/00--01026--007
*****70.00 *****70.00

REF. #: 0173.12229

CORP. NAME: CPN Auburndale, Inc

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 27 PM 1:26

STATE FEES PREPAID WITH CHECK# 8106 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☐ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

☒ PLAIN, STAMPED COPY

Examiner's Initials

RECEIVED
00 JUN 27 AM 10:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

BK 6/27

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. CPN Auburndale, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. applied for

(FEI number, if applicable)

4. June 23, 2000

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Calpine Corporation, 50 West San Fernando Street

San Jose, CA 95113

(Current mailing address)

8. Electrical power generation and related activities

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 East Park Avenue

Tallahassee

, Florida, 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

Charles Baclet

(Registered agent's signature)

Charles Baclet, Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: PLEASE SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: PLEASE SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Lisa M. Bodensteiner
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lisa M. Bodensteiner, Assistant Secretary
(Typed or printed name and capacity of person signing application)

CPN AUBURNDALE, INC.

OFFICERS

| | |
|---|-----------------------|
| President | Peter Cartwright |
| Executive Vice President, Chief Financial Officer and Secretary | Ann B. Curtis |
| Executive Vice President | Thomas R. Mason |
| Senior Vice President | Ronald A. Walter |
| Senior Vice President | Robert K. Alff |
| Senior Vice President | Robert D. Kelly |
| Vice President | Paul Barnett |
| Controller | Charles B. Clark, Jr. |
| Assistant Secretary | Lisa M. Bodensteiner |

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BOARD OF DIRECTORS

| Title | Name | Business Address |
|-----------|------------------|---------------------------|
| Chairman | Peter Cartwright | CALPINE CORPORATION |
| | | 50 W. San Fernando Street |
| | | San Jose, CA 95113 |
| Secretary | Ann B. Curtis | CALPINE CORPORATION |
| | | 50 W. San Fernando Street |
| | | San Jose, CA 95113 |

Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 27 PM 1:26

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPN AUBURNDALE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CPN AUBURNDALE, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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001323816

Edward J. Freel
Edward J. Freel, Secretary of State

0521872

AUTHENTICATION:

06-26-00

DATE: