

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

FILE 1ST

F01000001535

FILING COVER SHEET
ACCT. #FCA-14

FILED
01 MAR 21 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS
DATE: 3-21-01
REF. #: 0173.14811
CORP. NAME: CPN ENERGY SERVICES, GP, INC

*ANY & ALL
LAWFUL
purposes*

- | | | |
|---|---|---|
| <input checked="" 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: <u>(6)</u> | | 100003891291--0
-03/21/01--01056--030
*****70.00 *****70.00 |

STATE FEES PREPAID WITH CHECK# 10432 FOR \$ 70.⁰⁰

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

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

Examiner's Initials

*3/2
3/21*

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 21 PM 2:48
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
PLAIN STAMPED COPY

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CPN Energy Services GP, Inc.
(Name of corporation - must include suffix)

FILED
01 APR 21 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Paul Hagan
(Name of Person)

Charles Baclet and Associates, Inc.
(Firm/Company)

2030 Main Street, Suite 1030
(Address)

Irvine, CA 92614
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Paul Hagan at (949) 955-9585
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**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*

1. CPN Energy Services GP, 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. 77-0495420

(FEI number, if applicable)

4. September 10, 1998

(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. Any and all lawful business purposes.

(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.

C. 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)

FILED
MAR 21 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: PLEASE SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
01 APR 21 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: PLEASE SEE ATTACHED

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 Energy Services GP, Inc.
50 West San Fernando Street; 5th Floor
San Jose, CA 95113

01 MAR 21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 10 22

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	Diana Knox
Senior Vice President	Darrell Hayslip
Vice President	Paul Barnett
Controller	Charles B. Clark, Jr.
Assistant Secretary	Lisa M. Bodensteiner

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPN ENERGY SERVICES GP, 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 TWELFTH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CPN ENERGY SERVICES GP, INC." WAS INCORPORATED ON THE TENTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 MAR 21 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2943424 8300

AUTHENTICATION: 1017256

010121383

DATE: 03-12-01