

**F01000002639**  
**ROGERS TOWERS**  
BAILEY JONES & GAY, P.A.

ALLYSON K. CLARK, PARALEGAL  
(904) 346-5768  
aclark@rtlaw.com

ATTORNEYS AT LAW

RIVERPLACE TOWER  
1301 RIVERPLACE BLVD.  
SUITE 1500  
JACKSONVILLE, FL 32207-1811  
TELEPHONE (904) 398-3911  
FAX (904) 396-0663

October 16, 2001

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Attn: Amendments Section  
409 East Gaines Street  
Tallahassee, Florida 32399

200004639322--7  
-10/17/01--01031--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: PowerPartners, Inc. (Document #F01000002639)**

Dear Sir or Madam:

Please find enclosed our firm's check in the amount of \$35.00. Please file the enclosed Application by Foreign Not for Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and return confirmation of the filing to our office in the enclosed Federal Express envelope.

Thank you for your prompt attention to this request. If you have any questions, please feel free to contact me.

Sincerely,

  
Allyson K. Clark  
Paralegal

/akc  
Enclosures  
cc: Irvin M. Weinstein, Esquire

@PFDesktop\ODMA\MHODMA\Jax;485791;1

**FILED**  
01 OCT 24 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*received correct  
documentation  
10-24-01  
ac*

*ac n/chg  
10/25*

# ROGERS TOWERS

BAILEY JONES & GAY, P.A.

ALLYSON K. CLARK, PARALEGAL  
(904) 346-5768  
aclark@rtlaw.com

ATTORNEYS AT LAW

October 23, 2001

RIVERPLACE TOWER  
1301 RIVERPLACE BLVD.  
SUITE 1500  
JACKSONVILLE, FL 32207-1811  
TELEPHONE (904) 398-3911  
FAX (904) 396-0663

## VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
Attn: Anna Chesnut  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: PowerPartners, Inc. (Document #F01000002639)**

Dear Ms. Chesnut:

Per your request, please find enclosed a certified copy of the Amended and Restated Articles of Incorporation of PowerPartners, Inc. filed with the Georgia Secretary of State.

If possible, please forward confirmation of the amendment to me by facsimile at (904) 396-0663.

Thank you for your prompt attention to this request. If you have any questions, please feel free to contact me.

Sincerely,



Allyson K. Clark  
Paralegal

/akc  
Enclosures

NOT FOR PROFIT CORPORATION

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION  
TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 617.1504, F.S.)

SECTION I  
(1-3 MUST BE COMPLETED)

FILED  
01 OCT 24 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. PowerPartners, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Georgia  
Incorporated under laws of
3. May 16, 2001  
Date authorized to do business in Florida

SECTION II  
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 11, 2001
5. Colectric Partners, Inc.  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
  
\_\_\_\_\_  
New duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
  
\_\_\_\_\_  
New jurisdiction
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

\_\_\_\_\_  
(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.)

Robert C. Alder  
Signature

Robert C. Alder  
Typed or printed name

11 OCT 01  
Date

President  
Title

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 012850637  
CONTROL NUMBER: 0107115  
EFFECTIVE DATE: 10/11/2001  
REFERENCE : 0045  
PRINT DATE : 10/12/2001  
FORM NUMBER : 614

ALLYSON K. CLARK  
ROGERS, TOWERS, BAILEY, JONES & GAY, P.A.  
1301 RIVERPLACE BLVD., STE. 1500  
JACKSONVILLE, FL 322071811

**CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

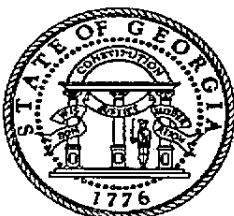
**POWERPARTNERS, INC.**  
**A DOMESTIC NONPROFIT CORPORATION**

have been duly restated and amended and the corporate name changed to

**COLECTRIC PARTNERS, INC.**

by the filing of articles of restatement in the Office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox  
Secretary of State

17850637

107115

12850635

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
POWERPARTNERS, INC.  
to be known as  
COLECTRIC PARTNERS, INC.

The Articles of Incorporation of PowerPartners, Inc.. are being amended and restated in their entirety to provide as follows:

ARTICLE ONE

NAME

The name of the corporation shall be:

Colectric Partners, Inc.

ARTICLE TWO

PERPETUAL DURATION

The corporation shall have perpetual duration.

ARTICLE THREE

NONPROFIT CORPORATION AND CHARITABLE PURPOSES

The corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated,

exclusively for public charitable purposes, in such ways as the Board of Directors shall determine in its discretion, for the benefit of, to perform the functions of, or to carry out the purposes of its members, all with a view toward facilitating cost savings and revenue retention or enhancement in the operation and maintenance of the utility businesses owned or operated or to be owned or operated by the members. The activities which may be performed by the corporation to accomplish its purposes shall include all activities which are permitted by law, except as may be limited herein or in the bylaws of the corporation, and thereby lessening the burdens of government and benefiting the general public. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To have and maintain one or more offices and in connection therewith to rent, lease or purchase office space, facilities and equipment, to engage and pay personnel and do such other acts and things and incur such other expenses on its behalf as may be necessary or advisable in connection with the maintenance of such offices or the conduct of the corporation's affairs;

(b) To open, maintain and close bank accounts, and to draw checks and other orders for the payment of money;

(c) To employ and dismiss from employment any and all employees, agents or independent contractors;

(d) To sue and to defend suits, to prosecute, settle or compromise claims against others, to compromise, settle or accept judgments or claims against the corporation and to execute all documents and make any representations, admissions and waivers in connection therewith;

(e) To enter into, make, and perform all such contracts, agreements, and other undertakings, including indemnity agreements, as permitted by law, as may necessary or advisable or incident to carrying out the foregoing purposes;

(f) To take such other actions as the Board of Directors deems necessary in connection with the foregoing, including the retention of agents, independent contractors, attorneys, accountants and other experts selected by the Board of Directors on behalf of and at the expense of the corporation; and

(g) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code.

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are consonant with the requirements for an organization to be considered a governmental instrumentality under the Internal Revenue Code.

#### **ARTICLE FOUR**

##### **PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION**

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or trustee of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation as a governmental instrumentality. That is, it is intended that the corporation shall satisfy, and shall continue to satisfy, the requirements to be considered a governmental instrumentality for purposes of the Internal



Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

## **ARTICLE FIVE**

### **BOARD OF DIRECTORS**

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation as a governmental instrumentality.

## **ARTICLE SIX**

### **MEMBERS**

The corporation initially shall have four members: JEA, a body corporate and politic created by the laws of the State of Florida, Municipal Electric Authority of Georgia, a public corporation and instrumentality of the State of Georgia, Nebraska Public Power District, a public corporation and political subdivision of the State of Nebraska and South Carolina Public Service Authority, a body corporate and politic created by the laws of the State of South Carolina. The Board of Directors of the corporation shall have the power to admit additional members to the

corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

#### **ARTICLE SEVEN**

##### **DISSOLUTION OF CORPORATION**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those net assets (assets less liabilities) to the corporation's members, in proportion to their respective capital account balances.

#### **ARTICLE EIGHT**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at 1201 West Peachtree Street, Atlanta, Fulton County, Georgia 30309. The initial registered agent of the corporation at such address shall be L. Clifford Adams, Jr.

#### **ARTICLE NINE**

##### **PRINCIPAL OFFICE**

The mailing address of the initial principal office of the corporation is 76 South Laura Street, Suite 1500, Jacksonville, Florida 32202.

## ARTICLE TEN

### DEFINITIONS

For purposes of these Articles of Incorporation, "charitable purposes" means those purposes related to lessening the burdens of government.

## ARTICLE ELEVEN

### LIMITATION OF DIRECTOR LIABILITY

(a) A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the

corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

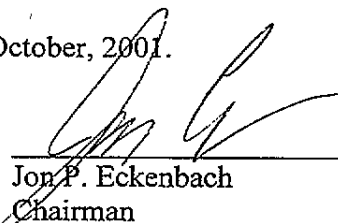
(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

## ARTICLE TWELVE

### AMENDMENTS

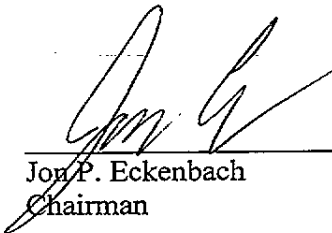
These Articles of Incorporation may be amended and/or restated at any time and from time to time by the affirmative vote of all directors present at a meeting at which a quorum is present.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 10<sup>th</sup> day of October, 2001.

  
Jon P. Eckenbach  
Chairman

I, Jon P. Eckenbach, do hereby certify that I am the duly elected and acting Chairman of PowerPartners, Inc., a Georgia nonprofit corporation; that the foregoing Amended and Restated Articles of Incorporation were adopted by unanimous written action of the Board of Directors of the corporation on October 10, 2001; and that the approval of the corporation's members was not required.

This 10<sup>th</sup> day of October, 2001.

  
\_\_\_\_\_  
Jon P. Eckenbach  
Chairman

**POWERPARTNERS, INC.  
76 SOUTH LAURA STREET  
SUITE 1500  
JACKSONVILLE, FLORIDA 32202**

October 10, 2001

**VIA FEDERAL EXPRESS**

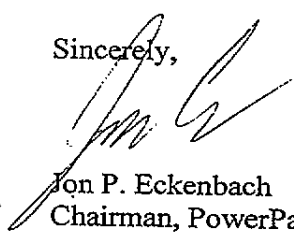
Georgia Secretary of State  
Corporations Division  
315 West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334

**Re: PowerPartners, Inc.**

Dear Sir or Madam:

Please be advised that a Notice of Change of Corporate Name (a copy of which is attached for your reference) was sent to *The Atlanta Daily* today for publication. This Notice will be published once a week for the next two weeks.

Sincerely,

  
Jon P. Eckenbach  
Chairman, PowerPartners, Inc.

SECRETARY OF STATE  
OCT 11 PM 2:00  
CORPORATIONS DIVISION

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## **NOTICE OF CHANGE OF CORPORATE NAME**

Notice is hereby given that Amended and Restated Articles of Incorporation which will change the name of PowerPartners, Inc. to Colectric Partners, Inc. have been delivered to the Secretary of State for filing in accordance with the Georgia Nonprofit Corporation Code. The registered office of the corporation is located at 1201 West Peachtree Street, Atlanta, Fulton County, Georgia 30309.