

CT CORPORATION SYSTEM

# F01000004482

CORPORATION(S) NAME

El Paso Power Operations Company;

FILED  
01 AUG 23 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 AUG 23 PM 12:28  
DIVISION OF CORPORATION

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                                  | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign <i>qualification</i> | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership                     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                                     | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy                          | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Photocopies                             |   |   |
| <input type="checkbox"/> Call When Ready                         | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In                      | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                                |   |   |

BK

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

8/23/01

Order#: 4743567

300004552319-9

08/23/01-01033-015

Ref#:

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

*8E*

A CCH LEGAL INFORMATION SERVICES COMPANY

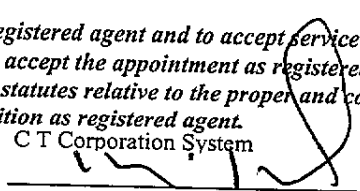
FILE SIMULTANEOUSLY

1 of 3

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**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. El Paso Power Operations Company  
(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. 76-0628651  
(FEI number, if applicable)
4. 1/7/00  
(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. 1001 Louisiana St.  
Houston, TX 77002  
(Current mailing address)
8. All purposes for which corps. are legally authorized to transact  
(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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(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.*  
C T Corporation System  
  
**KIRK HOOD**  
**ASSISTANT SECRETARY**  
(Registered agent's signature)
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)

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

Chairman: See attached Ex. A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached Ex. A

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. \_\_\_\_\_

*Juliana I. Sherman*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Juliana I. Sherman, Assistant Secretary

(Typed or printed name and capacity of person signing application)

**DIRECTORS & OFFICERS  
EL PASO POWER OPERATIONS COMPANY**

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All directors & officers are located at 1001 Louisiana St., Houston, TX 77002

**DIRECTORS**

Ralph Eads  
Clark C. Smith

**OFFICERS**

Clark C. Smith  
John B. Holmes, Jr.  
Grady M. Blakley  
J. Robert Collins, Jr.  
John L. Harrison  
W. C. Mack  
Timothy D. Bourn  
Steven W. Goers  
Larry M. Kellerman  
Andrew C. Kidd  
Sean M. Cooper  
Steve Durio  
Cecilia T. Heilmann  
Kelly J. McGrath  
Ann E. Raden  
Charles Zabriskie  
John J. O'Rourke  
Nandita V. Berry  
Liesl D. Criswell  
Belinda J. Clements  
Donna D. Holland  
Myra W. McAbee  
Juliana I. Sherman

President  
Chief Operating Officer  
Senior Vice President  
Senior Vice President  
Senior Vice President and Chief Financial Officer  
Senior Vice President  
Vice President and Senior Managing Director  
Vice President  
Vice President and Senior Managing Director  
Vice President and Associate General Counsel  
Vice President and Managing Director  
Vice President and Managing Director  
Vice President, Managing Director and Controller  
Vice President  
Vice President  
Vice President and Senior Managing Director  
Vice President and Managing Director  
Corporate Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary

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01  
TALAHASSEE  
STATE  
FLORIDA  
Exhibit A

*State of Delaware*  
*Office of the Secretary of State*

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OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EL PASO POWER OPERATIONS COMPANY" 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-SECOND DAY OF AUGUST, A.D. 2001.

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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State