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To: Division of Corporations
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Account Number : I20000000195
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FOREIGN PROFIT/NONPROFIT CORPORATION
COGENTRIX HOLDINGS CORPORATION

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**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. Cogentrix Holdings Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. North Carolina

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

3. 56-1952120

(FEI number, if applicable)

4. 12/29/1995

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9405 Arrowpoint Blvd, Charlotte, North Carolina 28273

(Principal office address)

9405 Arrowpoint Blvd, Charlotte, North Carolina 28273

(Current mailing address)

8. Holding Company

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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.

Corporation Service Company

By: _____

(Registered agent's signature)

Matthew Young
Asst. V. Pres.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: Douglas L. Miller

Address: 9405 Arrowpoint Blvd

Charlotte, North Carolina 28273

Director: Clifford D. Evans, Jr

Address: 9405 Arrowpoint Blvd

Charlotte, North Carolina 28273

B. OFFICERS

President: Please see attached addendum

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. Phyllis Green
(Signature of Director or Officer listed in number 12 of the application)

14. Phyllis Green, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Attachment A
Cogentrix Holdings Corporation
9405 Arrowpoint Blvd
Charlotte, North Carolina 28273

<u>Name</u>	<u>Title</u>
Thomas J. Bonner 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	President
Douglas L. Miller 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Vice President and Secretary
S.M. Rudolph 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Controller and Chief Accounting Officer
William E. Hashe 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Vice President – Tax
John Gasbarro 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Vice President – Asset Management
Clifford D. Evans, Jr. 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Vice President – Asset Management
Gary M. Carraux 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Vice President – Project Services
Phyllis K. Green 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Assistant Secretary
Jacob A. Pollack 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Assistant Secretary
H. Lin Altamura 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Assistant Secretary
Sohn E. Daniels 9405 Arrowpoint Blvd Charlotte, North Carolina 28273	Assistant Secretary

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NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

COGENTRIX HOLDINGS CORPORATION

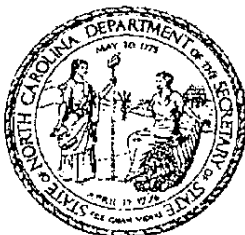
is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 29th day of December, 1995, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of August, 2010.

Elaine F. Marshall

Secretary of State