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C T CORPORATION SYSTEM

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660 East Jefferson Street

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Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

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-03/10/00--01025--019  
\*\*\*\*125.00 \*\*\*\*125.00

CORPORATION(S) NAME

Midway Energy Center, L.L.C.

- ☒ Profit Articles  
☐ NonProfit  
☒ Limited Liability Company  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy  
☐ Call When Ready  
☐ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☐ Merger  
☐ Name Change  
☐ Other  
☐ Change of R.A.  
☐ Fictitious Name  
☐ CUS  
☐ After 4:30  
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 10, 2000

CT CORP.

*WALK-IN  
pick-up*

SUBJECT: MIDWAY ENERGY CENTER, L.L.C.  
Ref. Number: W00000006573

We have received your document for MIDWAY ENERGY CENTER, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require permit the filing of an "Affidavit of Membership and Capital Contribution". Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

*AMW*: Tammi Cline  
Document Specialist

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
MIDWAY ENERGY CENTER, L.L.C.**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**MIDWAY ENERGY CENTER, L.L.C.**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

163 East Morse Boulevard  
Suite 200  
Winter Park, Florida 32789

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual from the date of filing of these Articles of Organization.

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**ARTICLE IV - MANAGEMENT**

The Limited Liability Company is to be managed by the member(s), and the name and address of the managing member is:

Decker Energy - Midway, Inc.  
163 East Morse Boulevard, Suite 200  
Winter Park, Florida 32789

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be upon the unanimous agreement in writing of the members, and upon the

agreement of such additional member(s) to be bound by the terms and conditions of the regulations of the Limited Liability Company.

## ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be upon the unanimous written agreement in writing of the remaining members.

Decker Energy - Midway, Inc.

By Macauley Whiting Jr  
Macauley Whiting, Jr., President

MEMBER

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **Midway Energy Center, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Macauley Whiting, Jr.  
163 East Morse Boulevard  
Suite 200  
Winter Park, Florida 32789

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Macauley Whiting Jr  
Macauley Whiting, Jr.

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