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LAW OFFICES  
**SMITH HULSEY & BUSEY**

1800 FIRST UNION NATIONAL BANK TOWER  
225 WATER STREET  
POST OFFICE BOX 53315  
JACKSONVILLE, FLORIDA 32201-3315

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904-353-9908

November 1, 2002

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Summer Wind Farms, LLC

Gentlemen:

Enclosed for filing is an original and one copy of the Certificate of Conversion and Articles of Organization for the above-referenced limited liability company, together with our firm's check for \$150.00 in payment of the filing fees and the registered agent fee.

After these documents are filed, please send us a file-stamped copy. Please call us if you have any questions.

Very truly yours,

*Kathleen Haggerty*  
Kathleen Haggerty  
Legal Assistant

BY FEDERAL EXPRESS  
Enclosures  
kh:399440

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## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

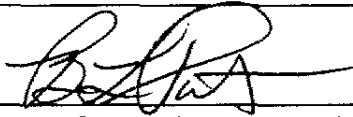
FIRST: The name of the unincorporated business immediately prior to filing this document was:  
Robert E. Evans and Susan S. Evans doing business as Summer Wind Farms

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: June 21, 2002
- B. Jurisdiction: State of Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Summer Wind Farms, LLC



Signature of a Member or an Authorized Representative of a 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.)

Bryan L. Putnal, Authorized Representative

Typed or Printed Name of Signee

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### FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION  
OF  
SUMMER WIND FARMS, LLC**

The undersigned organizer, who is the authorized representative of the members of Summer Wind Farms, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Company is Summer Wind Farms, LLC.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is Atlantic Boulevard, 13170-59, PMD-250, Jacksonville, Florida 32225.

**ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent is Smith Hulsey & Busby, 200 Water Street, Suite 1800, Jacksonville, Florida 32202.

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**ARTICLE IV - MANAGEMENT**

The Company shall be managed by its members and is, therefore, a member-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 30<sup>th</sup> of October, 2002.



Bryan L. Putnal, Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 618.507, 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 Summer Wind Farms, LLC.
2. The name and the Florida street address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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, Smith Hulsey & Busey hereby accepts the appointment as registered agent and agrees to act in this capacity. Smith Hulsey & Busey further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

SMITH HULSEY & BUSEY

By: \_\_\_\_\_

Harry M. Wilson, III  
Its Vice-President

Date: October 30, 2002

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