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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

EP Power Finance, L.L.C.

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <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 | | |

Name _____
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W.P. Verifier _____

09/12/00

00 SEP 12 PM 11:29

APPROVED
FILED

RECEIVED
00 SEP 12 AM 11:13
DIVISION OF CORPORATION

9-12-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. EP Power Finance, L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 5, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1001 Louisiana Street, Houston, Texas 77002

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐


9. The usual business addresses of the managing members or managers are as follows:

N/A

See attached list of officers. 1001 Louisiana Street, Houston, Texas 77002

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The purpose of the limited liability company is to engage in any lawful act or activity for which an LLC may be organized to do business under the laws of Florida.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Belinda J. Hertz, Assistant Secretary
Typed or printed name of signee

00 SEP 12 AM 11:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP POWER FINANCE, L.L.C.

| | |
|------------------------|---|
| Clark C. Smith | President |
| Timothy D. Bourn | Vice President and Senior Managing Director |
| Kathleen M. Eisbrenner | Vice President and Senior Managing Director |
| Larry M. Kellerman | Vice President and Senior Managing Director |
| John L. Harrison | Vice President and Senior Managing Director |
| Sean M. Cooper | Vice President and Managing Director |
| Steve Durio | Vice President and Managing Director |
| Cecilia T. Heilmann | Vice President, Managing Director and Controller |
| Nandita V. Berry | Corporate Secretary |
| Liesl D. Criswell | Assistant Secretary |
| Belinda J. Hertz | Assistant Secretary |
| Donna D. Holland | Assistant Secretary |
| Myra W. McAbee | Assistant Secretary |

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SEAL JAN 14 2012
FILED JAN 14 2012

**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:

EP Power Finance, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

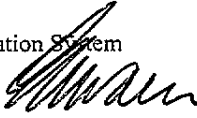
Plantation

FL 33324

City/State/Zip

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 as provided for in Chapter 608, F.S..

C T Corporation System



(Signature)

EA Wallace
Assistant Secretary

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

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SEP 12 AM 11:39
CLERK OF COURT
1300 GUY W. ST.
TALLAHASSEE, FL 32301

State of Delaware
Office of the Secretary of State


PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EP POWER FINANCE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

APPROVED
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00 SEP 12 AM 11:39
SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE




Edward J. Freel, Secretary of State

3255217 8300

AUTHENTICATION: 0660530

001450478

DATE: 09-07-00