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(Requestor's Name)

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(Address)

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**EXAMINER**

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TALLAHASSEE, FLORIDA

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12 MAR 16 PM 2:05



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : I20000000195

REFERENCE : 133168 7293205

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : March 16, 2012

ORDER TIME : 11:46 AM

ORDER NO. : 133168-005

CUSTOMER NO: 7293205

FOREIGN FILINGS

NAME: GENON ENERGY MANAGEMENT LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER: \_\_\_\_\_

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2012 MAR 16 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GenOn Energy Management, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ruth A. Cannon

Name of Person

GenOn Energy, Inc.

Firm/Company

1000 Main Street

Address

Houston, TX 77002

City/State and Zip Code

ruth.cannon@genon.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ruth Cannon

Name of Person

at (832)

357-7412

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 MAR 16 AM 9:48

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**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. GenOn Energy Management, LLC.**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

**2. Delaware**

(Jurisdiction under the law of which foreign limited liability company is organized)

**3. 52-2321163**

(FEI number, if applicable)

**4. 04/20/2001**

(Date of Organization)

**5. Perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

**6.**

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

**7. 1000 Main Street**

**Houston, TX 77002**

(Street Address of Principal Office)

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

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

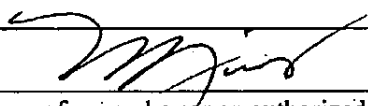
**Anne M. Cleary, 1000 Main Street, Houston, TX 77002**

**James P. Garlick, 1000 Main Street, Houston, TX 77002**

**Robert J. Gaudette, 1000 Main Street, Houston, TX 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: energy related business**

  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Michael L. Jiles, Executive VP, General Counsel, Secretary & Chief Compliance Officer, GenOn North America, LLC, as Member

Typed or printed name of signee

2012 MAR 16 AM 9:49  
SECRETARY OF STATE  
MAIL ROOM

FILED

**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:

GenOn Energy Management, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

Corporation Service Company (CSC)

(Name)

1201 Hay Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee,

FL

32301

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, Florida Statutes.*

Stephanie Milnes Stephanie K. Milnes  
Assistant Vice President

\$ 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENON ENERGY MANAGEMENT, LLC" 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 SIXTEENTH DAY OF MARCH, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENON ENERGY MANAGEMENT, LLC" WAS FORMED ON THE TWENTIETH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3382920 8300

120320039

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9436554

DATE: 03-16-12