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(Business Entity Name)

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M. MILLIGAN
EXAMINER

SEP - 9 2015

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 776350 502266

AUTHORIZATION :

Spuddean

COST LIMIT : \$ 138.00

ORDER DATE : September 8, 2015

ORDER TIME : 9:49 AM

ORDER NO. : 776350-010

CUSTOMER NO: 502266

FOREIGN FILINGS

NAME: CEDAR BAY COGENERATION, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Cedar Bay Cogeneration, 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:

Phyllis Green

Name of Person

Cedar Bay Cogeneration, LLC

Firm/Company

9405 Arrowpoint Blvd

Address

Charlotte, North Carolina

City/State and Zip Code

phyllisgreen@cogentrix.com

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

For further information concerning this matter, please call:

Phyllis Green

704

525-3800

at ()

Name of Contact Person

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

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Cedar Bay Cogeneration, 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 94-3391631
(FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 9405 Arrowpoint Blvd
Charlotte, North Carolina, 28273
(Street Address of Principal Office)

6. 9405 Arrowpoint Blvd
Charlotte, North Carolina 28273
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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)

Courtney Williams
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Douglas L. Miller, President, 9405 Arrowpoint Blvd, Charlotte, North Carolina 28273

Jacob A. Pollack, Vice President, 9405 Arrowpoint Blvd, Charlotte, North Carolina 28273

S.M. Rudolph, Vice President, 9405 Arrowpoint Blvd, Charlotte, North Carolina 28273

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Phyllis Green
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Phyllis Green

Typed or printed name of signee

FILED
15 SEP -8 PM 1:05
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CEDAR BAY COGENERATION, 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 EIGHTH DAY OF SEPTEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AES JACKSONVILLE, INC." WAS FORMED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1986.

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

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DELAWARE



2111050 8300

SR# 20150035000

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 10005802

Date: 09-08-15