

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 SOUTH MONROE STREET/SUITE 601

Address

TALLAHASSEE

City/State/Zip

222-2300

Phone #

M53762

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. ESI GEOTHERMAL II, INC. M54393  
(Corporation Name) (Document #)
2. ESI GEOTHERMAL, INC. M53762  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
99 MAY 27 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

PLEASE CONTACT ELIZABETH  
REGARDING ANY QUESTIONS -  
222-2300. THANK YOU.

**G. COULLETTE MAY 27 1999**

*Merger*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AM 10:29  
RECEIVED  
Example Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ESI GEOTHERMAL II INC., a Florida corporation, M54393

INTO

ESI GEOTHERMAL INC., a Florida corporation, M53762

File date: May 27, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

ESI GEOTHERMAL II, INC.  
(a Florida corporation)

AND

ESI GEOTHERMAL INC.  
(a Florida corporation)

FILED  
99 MAY 27 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide that:

1. ESI Geothermal II, Inc., a Florida corporation ("Geothermal II"), shall be merged with and into ESI Geothermal Inc., a Florida corporation, which shall be the surviving corporation.

2. Pursuant to Section 607.0821 of the FBCA, the Plan of Merger dated as of May 21, 1999 (the "Plan of Merger"), pursuant to which Geothermal II shall be merged with and into Geothermal, was adopted by the Board of Directors of each of Geothermal II and Geothermal by unanimous written consent dated as of May 21, 1999. The Plan of Merger is attached to these Articles of Merger as Attachment A.

3. Pursuant to Section 607.0704 of the FBCA, the Plan of Merger was adopted by the shareholder of Geothermal II by written consent dated as of May 21, 1999. Pursuant to Section 607.1103(7) of the FBCA, the merger does not require the approval of the shareholder of Geothermal.

4. The merger shall become effective as of the date and time specified in the Plan of Merger as the Effective Time.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Geothermal II and Geothermal by their authorized officers as of May 21, 1999.

ESI GEOTHERMAL II, INC.

By: Kenneth P. Hoffman  
Name: Kenneth P. Hoffman  
Title: Vice President

ESI GEOTHERMAL INC.

By: Kenneth P. Hoffman  
Name: Kenneth P. Hoffman  
Title: Vice President

**PLAN OF MERGER**  
  
**of**  
  
**ESI GEOTHERMAL II, INC.,**  
**a Florida corporation,**  
  
**with and into**  
  
**ESI GEOTHERMAL INC.,**  
**a Florida corporation**

This Plan of Merger (the "Plan") is dated as of May 21, 1999 between ESI Geothermal II, Inc., a corporation organized and existing under the laws of the State of Florida ("Geothermal II"), and ESI Geothermal Inc., a corporation organized and existing under the laws of the State of Florida ("Geothermal").

**Recitals**

A. The Board of Directors of each of Geothermal II and Geothermal (collectively, the "Boards") has determined that it is advisable and generally to the advantage and welfare of Geothermal II and its shareholder and of Geothermal and its shareholder that Geothermal II be merged with and into Geothermal (the "Merger") on the terms set forth in this Plan.

B. Geothermal II and Geothermal intend that the Merger qualify for federal income tax purposes as a reorganization under the provisions of section 368(a) of the Internal Revenue Code of 1986, as amended.

C. Pursuant to Section 607.1103(2) of the Florida Business Corporation Act (the "FBCA"), the Merger requires the approval of the ESI Energy, Inc., a Florida corporation ("ESI"), the shareholder of Geothermal II. Pursuant to Section 607.1103(7) of the FBCA, the Merger does not require the approval of ESI, the shareholder of Geothermal.

D. The Boards have each approved and adopted this Plan and recommended the Plan to ESI by unanimous written consent dated as of May 21, 1999.

## **Plan**

1. **Corporate Existence of the Surviving Corporation.** At the Effective Time (as defined below) of the Merger, Geothermal II shall be merged with and into Geothermal and Geothermal shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Geothermal shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Geothermal II shall be merged with and into Geothermal and Geothermal shall be fully vested therewith. The separate existence of Geothermal II, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon Geothermal and Geothermal II shall be and become one single corporation.

2. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Geothermal and Geothermal II shall be as follows:

(a) all shares of Common Stock, par value \$.01 per share, of Geothermal II (the "Geothermal II Shares") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the sole holder of the Geothermal II Shares shall cease to have any rights with respect to the Geothermal II Shares; and

(c) each share of Common Stock, \$.01 par value per share, of Geothermal issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

3. **Effective Time of Merger.** The "Effective Time" of the Merger shall be subsequent to the merger of Coso Finance Partners II, a California general partnership into Coso Finance Partners, a California general partnership, on May 27, 1999.

4. **Rights of Dissenting Shareholders.** There are no shareholders of Geothermal II who would be entitled to be paid the fair value of their Geothermal II Shares under the provisions of the FBCA regarding the rights of dissenting shareholders because ESI is the sole shareholder.

5. **Amendment of this Plan.** The Boards are each authorized to amend the provisions of this Plan at any time prior to the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

ESI GEOTHERMAL II, INC.

By: Kenneth P. Hoffman  
Name: \_\_\_\_\_  
Title: Kenneth P. Hoffman  
Vice President

ESI GEOTHERMAL INC.

By: Kenneth P. Hoffman  
Name: \_\_\_\_\_  
Title: Kenneth P. Hoffman  
Vice President