

NO1000007362

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

APPROVED  
AND  
FILED

01 OCT 16 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Florida Independent Power Producers Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

RECEIVED

01 OCT 16 PM 3:29

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tom Miller  
Name (Printed or typed)

324 E. Virginia Street  
Address

Tallahassee, FL 32301  
City, State & Zip

850-224-9100  
Daytime Telephone number

700004638717--4  
-10/17/01--01004--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

NOTE: Please provide the original and one copy of the articles.

g 10/16

ARTICLES OF INCORPORATION  
OF  
FLORIDA INDEPENDENT POWER PRODUCERS ASSOCIATION, INC.

The undersigned, acting as incorporator of Florida Independent Power Producers Association, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Florida Independent Power Producers Association, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

324 East Virginia Street  
Tallahassee, Florida 32301

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for the purpose of serving as a not for profit trade association or business league, to serve the common business and professional interests of, and to improve the business and professional conditions of independent power producers, including but not limited to Calpine Corporation; Competitive Power Ventures, Inc.; Constellation Power, Inc.; Duke Energy North America, LLC.; PG&E National Energy Group; and Reliant Resources, Inc. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support the business and professional reputation and development of independent power producers, and in order to promote, support and enhance the professional skills and proficiency of, and the business and professional opportunities available to, such independent power producers. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

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The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

The corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors or officers. The corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution, partial liquidation, or final liquidation may make distributions to its members as hereinafter provided.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 324 East Virginia Street, Tallahassee, Florida 32301, as the street address of the initial registered office of the corporation and names Sally Adams the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VII. MEMBERS

The corporation shall have one or more classes of members as provided in the bylaws of the corporation. The number of classes, the qualifications and rights of each class of members, and the manner of their admission shall be as provided in the bylaws.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall be governed by a board of directors. The board of directors has six (6) members initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than six (6). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the initial directors are:

Michael C. Green  
Timothy R. Eves  
Frank Stallwood  
Sean J. Finnerty  
Richard L. Wolfinger  
John R. Orr, Jr.

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Frank Stallwood	One Independent Drive, Suite 3232, Jacksonville, FL 32202

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal corporate bylaws shall be vested in the board of directors.

#### ARTICLE XI. AMENDMENTS

Amendments to these Articles may be made by resolution passed by two-thirds of the board of directors.

#### ARTICLE XII. DISSOLUTION

In the event of any liquidation, partial liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, and whether total or partial, each member shall be entitled to receive cash or assets equivalent to the capital contribution paid to the corporation by such member. If the assets available for distribution upon any liquidation, partial liquidation, dissolution or winding up of the corporation are not sufficient to permit the refund of all such capital contributions, all the assets of the corporation shall be distributed ratably in proportion to the amount of capital paid to the corporation by the various members, but without interest. If any assets of the corporation remain after the refund or distribution to the members of all their capital contributions, such remaining assets shall be distributed to such organization or organizations exempt from tax under the provisions of Section 501 (c)(3) of the Internal Revenue Code as the board of directors of the corporation shall determine.

#### ARTICLE XIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is

ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on September 26, 2001.

  
Frank Stallwood, Incorporator

The undersigned agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

Dated: October 16, 2001

  
Sally Adams, Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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