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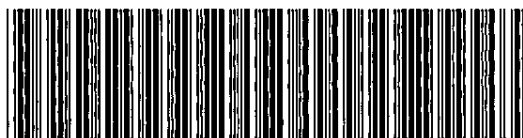
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

KS  
12/16/07

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

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TALLAHASSEE, FLORIDA

**FILING COVER SHEET**

**ACCT. #FCA-14**

**CONTACT:** TRACY SPEAR

**DATE:** 12-17-07

**REF. #:** 000162.78708

**CORP. NAME:** ~~FLORIDA COAT-BASED SYSTEM, INC.~~

FLORIDA COST-BASED BROKER SYSTEM, INC.

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          |   |  |
| <input type="checkbox"/> OTHER:                               |   |  |

**STATE FEES PREPAID WITH CHECK#** 523983 **FOR \$** 78.75

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

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| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
FLORIDA COST-BASED BROKER SYSTEM, INC.  
(a Florida Not For Profit Corporation)**

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07 DEC 17 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the corporation is Florida Cost-Based Broker System, Inc. (the "Corporation").

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is: Florida Cost-Based Broker System, Inc., c/o Florida Electric Power Coordinating Group, Inc., 1408 N. Westshore Blvd., Suite 1002, Tampa FL 33607-4512.

**ARTICLE III**

**Purpose**

**Section 3.1 Purpose.** The exclusive purpose of the Corporation is to create, finance, operate, and manage a computerized broker system (the "Broker System") to automatically match offers for the next-hour wholesale sale or purchase of non-firm economic energy ("Non-Firm Energy") between and among members of the Corporation (the "Members") to serve load in the geographic area of Florida east of the Apalachicola River ("Peninsular Florida"). The Broker System shall be limited to next-hour wholesale sales and purchases of Non-Firm Energy and shall be structured to ensure that at all times:

- (a) the Corporation shall not take possession of or title to any electric capacity or energy, or right or entitlement thereto, or engage in the purchase or sale of electric capacity or energy;
- (b) the Corporation shall not have the authority to enter into any electric capacity or energy transaction for itself or for or on behalf of any other entity;
- (c) the Corporation shall not have the authority to revise or restate any offers submitted by a Member or to take any action to affect in any way the price of any transaction using the Broker System;
- (d) the Corporation shall not have the authority to purchase or procure transmission or ancillary services for itself or for or on behalf of any other entity;
- (e) the Corporation shall not have any responsibility to any entity to perform the billing for any next-hour transaction using the Broker System or otherwise; and

- (f) the sales and purchases of Non-Firm Energy arranged using the Broker System shall be effected pursuant to bilateral contractual arrangements by and between the Members.

In furtherance of the Corporation's purpose, as set forth herein, the Corporation shall have all the general powers listed in § 617.0302 of the Florida Not For Profit Corporation Act, as now in effect or as it may be amended.

**Section 3.2 Limitations on Purpose.** The Corporation shall not be authorized to:

- (a) provide or apply to provide any services under the regulatory jurisdiction of the Federal Energy Regulatory Commission or any services other than those expressly specified in this Article III; or
- (b) determine the access to or availability of, or the pricing or quality of, capacity, energy, or transmission or ancillary service provided by any Member, which matters shall be governed by the contractual arrangements in effect from time to time between and among the Members and by applicable regulatory requirements.

**Section 3.3 Actions Inconsistent with Purpose; Amendments to Purpose.** The Corporation shall not take or permit any action inconsistent with, or beyond the scope of, the purpose of the Corporation as set forth herein. This Article III (including but not limited to the Corporation's purpose and this Section 3.3) may be amended only by the unanimous approval of all Members then entitled to vote thereon.

## **ARTICLE IV**

### **Manner of Electing Directors; Quorum**

The number of directors and the manner of electing or appointing directors to the Corporation's Board of Directors ("Board") shall be stated in the Bylaws of the Corporation ("Bylaws"). Except as otherwise required by law or by the Bylaws or these Articles of Incorporation, attendance by a majority of the members of the Board then in office (provided that at least one (1) director representing each of at least three (3) Sectors is present) shall constitute a quorum for the transaction of business.

## **ARTICLE V**

### **Members**

**Section 5.1 General.** Members of the Corporation shall be divided into the following four (4) sectors (each a "Sector"): investor-owned utilities that serve load in Peninsular Florida; municipal utilities that serve load, and municipal joint action agencies that operate on behalf of municipal utilities that serve load, in Peninsular Florida, and Municipal Marketing Entities as defined in Section 5.2 of these Articles of Incorporation (such sector, the "Municipal Sector"); electric membership cooperatives that serve load, and generation and transmission cooperatives that sell to membership cooperatives that serve load, in Peninsular Florida; and non-utility generators and power marketers that may sell electric energy to entities that serve load in Peninsular Florida. To join as a Member of the Corporation, an entity must (i) satisfy the criteria for one of the foregoing Sectors and the other requirements set forth in these Articles of

Incorporation and the Bylaws, (ii) execute and deliver an agreement with all other Members (or counterpart thereof) in the form approved unanimously by all of the Members as of the initial effective date of such agreement, together with any amendments thereto adopted in accordance therewith and consistent with these Articles of Incorporation and the Bylaws ("Member Agreement"), and (iii) pay all amounts assessed against and due from such entity pursuant to the Bylaws and the Member Agreement. Only one entity from an affiliated group of entities (including any subsidiaries, affiliates or divisions thereof) may join as a Member and such entity may join only one Sector, even if it, or any of its subsidiaries, affiliates or divisions, meets the criteria for more than one Sector. An entity that serves load in Peninsular Florida, that is a generation and transmission cooperative that sells to membership cooperatives that serve load in Peninsular Florida, or that is a municipal joint action agency that operates on behalf of municipal utilities that serve load in Peninsular Florida (each a "Load Serving Entity"), shall join the Corporation as a Member in such capacity. A Municipal Marketing Entity (as defined in Section 5.2 of these Articles of Incorporation) may only join the Corporation as a Member in the Municipal Sector and shall not be eligible to join the Corporation as a Member if any of its MME Transaction Entities (as defined in Section 5.2 of these Articles of Incorporation) is a Member of the Corporation. No MME Transaction Entity shall be eligible to join the Corporation as a Member if its Municipal Marketing Entity is a Member of the Corporation. No non-utility generator or power marketer (other than a qualifying Municipal Marketing Entity) that is a subsidiary, affiliate or division of a Load Serving Entity, that is a participant in a Load Serving Entity, or in which a Load Serving Entity participates shall be eligible to join the Corporation as a Member. After the Corporation begins operations, an entity may only join as a new Member effective on the first day of a calendar month. The Members of each Sector will elect to the Board the number of directors specified for such Sector in the Bylaws. Members shall have the rights and responsibilities set forth in the Bylaws.

**Section 5.2 Municipal Marketing Entities.** For purposes of these Articles of Incorporation, a "Municipal Marketing Entity" or "MME" is defined as an entity that otherwise satisfies the requirements for membership set forth in Section 5.1 of these Articles of Incorporation and is authorized to conduct transactions through the Broker System on behalf of one or more municipal utilities that serve load in Peninsular Florida, provided that (i) each such municipal utility either has an ownership interest in the MME or has entered into a written agreement under which the municipal utility has granted the MME the exclusive authority to conduct transactions through the Broker System on such municipal utility's behalf, and (ii) the MME shall have notified the Corporation in writing of the name of each such municipal utility on behalf of which it is so authorized to conduct transactions through the Broker System (each such municipal utility, with respect to such MME, an "MME Transaction Entity"). No MME shall be authorized to conduct transactions through the Broker System except for those transactions undertaken on behalf of its MME Transaction Entities as specified in a written notice to the Corporation.

**ARTICLE VI**  
**Initial Registered Agent and Office**

The name and street address of the initial registered agent within the State of Florida are:

CorpDirect Agents, Inc.  
515 East Park Avenue  
Tallahassee, Florida 32301

**ARTICLE VII**  
**Incorporator**

The name of the incorporator is , and the incorporator's address is:

Harry P. Teichman, Esq.  
Squire, Sanders & Dempsey, L.L.P.  
201 N. Franklin Street, Ste. 2100  
Tampa, Florida 33602

**ARTICLE VIII**  
**Amendment of Articles and Bylaws**

Unless any provision of these Articles of Incorporation or the Bylaws expressly provides for a greater requirement for amendment with respect to any particular amendment, these Articles of Incorporation and the Bylaws may be amended, altered, repealed or replaced, in whole or in part, only by the affirmative vote of (i) at least a majority of the votes cast by the Board at a meeting at which a quorum is present, (ii) at least three-fifths (3/5) of the voting power of the Members of the Corporation, provided that such affirmative vote of the Members must include affirmative votes cast by one (1) or more Members from at least two (2) different Sectors, and (iii) at least three-fourths (3/4) of the total Members then eligible to vote on a per capita basis. If a proposed amendment to, or alteration, repeal, or replacement of, the Articles of Incorporation or the Bylaws is to be presented for consideration at a meeting of the Board or the Members, the notice of the meeting must include notice of the proposed amendment.

These Articles of Incorporation and the Bylaws may not be amended in any way that alters any provision of the then-current Member Agreement if any such affected provision of the Member Agreement complied with the Articles of Incorporation and Bylaws at the time it was incorporated into the Member Agreement, unless the Member Agreement is also amended, pursuant to its terms, to alter such provision prior to or contemporaneously with any such amendment to these Articles of Incorporation or the Bylaws. For purposes of this paragraph, the provisions of the Member Agreement as executed by the initial Members shall be deemed to comply with the Articles of Incorporation and the Bylaws. This paragraph may be amended only by the unanimous approval of all Members then entitled to vote thereon.

**ARTICLE IX**  
**Indemnification of Directors, Officers and Members**

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that the Corporation shall not be obligated to indemnify any director or officer (or his or her heir, executor or personal or legal representatives): (i) in connection with a proceeding (or part thereof) initiated by such person (except for a proceeding to enforce rights to indemnification) unless such proceeding (or part thereof) was authorized or consented to by the Board, or (ii) in relation to matters as to which such officer or director shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of such officer's or director's own negligence or misconduct in the performance of a duty to the Corporation. The right to indemnification conferred by this Article IX shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition; provided, however, that such person shall repay or reimburse such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Corporation may, to the extent authorized from time to time by the Board, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article IX upon directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article IX shall not be exclusive of any other or further right that any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws, any statute, agreement, vote of disinterested directors or otherwise.

Any repeal or modification of this Article IX shall not adversely affect any rights to indemnification and the advancement of expenses existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

**ARTICLE X**  
**Term**

The Corporation shall exist in perpetuity unless sooner dissolved according to law.

**ARTICLE XI**  
**Non-Stock**

The Corporation is organized on a non-stock basis.

**ARTICLE XII**  
**Consent in Lieu of Meeting of Members**

The Members may take any action they could take at a meeting of the Members, including but not limited to actions described in Article VIII hereof, without a meeting and without a vote, if (a) prior written notice (including a copy of the proposed written consent) is given to all Members and (b) Members entitled to vote on the action holding sufficient voting power to cause the action to be taken at a meeting of the Members at which all Members entitled to vote on the action were present and voted sign a written consent setting forth the action taken and deliver the same to the Secretary of the Corporation. Any such written consent may be signed in counterparts. Any duly executed written consent delivered to the Secretary of the Corporation shall be filed with the minutes of the Corporation. Within ten (10) days after obtaining authorization by written consent, the Secretary shall provide notice of such authorization to all Members that did not sign such consent. Action taken under this Article XII becomes effective when the last Member signs the written consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the written consent states the date of execution by each Member.

**IN WITNESS WHEREOF**, the undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, *Florida Statutes*, adopts these Articles of Incorporation this 14 day of December, 2007.

  
\_\_\_\_\_  
**HARRY P. TEICHMAN**

**FILED**  
07 DEC 17 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



## ACCEPTANCE BY REGISTERED AGENT

The undersigned acknowledges and accepts appointment as registered agent and to accept service of process for Florida Cost-Based Broker System, Inc., a Florida not for profit corporation, at the place designated in the foregoing Articles of Incorporation and agrees 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 as registered agent, and am familiar with and accept the obligations of my position as registered agent, effective this 17th day of December, 2007.

CorpDirect Agents, Inc.

By:  **Assistant Secretary**  
**Ricky Soto**  
Registered Agent

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07 DEC 17 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA