

CT CORPORATION SYSTEM

CORPORATION(S) NAME

P00000 0060830

FPL Energy Pecos Wind I GP, Inc. Merging into: FPL Energy Pecos Win

0

02 JAN -3 AM 11:58

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input checked="" type="checkbox"/> CUS     |
|  |   | <i>Cert Re Merge</i>                        |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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02 JAN -3 PM 12:33  
TALLAHASSEE, FL 32301

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater *00160*  
Verifier \_\_\_\_\_  
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1/3/02

Order#: 5009364

800004749188--3

-01/03/02--01043--019

Ref#:

\*\*\*\*\*55.00 \*\*\*\*\*55.00

Amount: \$

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\*\*\*\*\*10.00 \*\*\*\*\*10.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

at

10 p

*st add of survivor's principal office in home period.*  
*00524 | 02698 | 02699 | 02710 | 00671*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 3, 2002

CT CORPORATION SYSTEM

SUBJECT: FPL ENERGY PECOS WIND I GP, INC.  
Ref. Number: P00000060830

We have received your document for FPL ENERGY PECOS WIND I GP, INC. and your check(s) totaling \$65.00. However, the enclosed document has not been filed and is being returned for the following:

The articles of merger must list the street address of the survivor's principal office in its home jurisdiction.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

The articles of merger must reflect that the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 102A00000342

*Corrected Articles attached. Please backdate.*

*Thanks!*

*Laura@CT*

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FPL ENERGY PECOS WIND I GP, INC., A FLORIDA ENTITY

INTO

**FPL ENERGY PECOS WIND I GP, LLC.** entity not qualified in Florida

File date: January 3, 2002

Corporate Specialist: Lee Rivers

## ARTICLES OF MERGER

of

**FPL ENERGY PECOS WIND I GP, INC.,**  
a Florida corporation,

with and into

**FPL ENERGY PECOS WIND I GP, LLC,**  
a Delaware limited liability company

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Pursuant to the applicable provisions of the Florida Business Corporation Act (the "Florida Act") and the Delaware Limited Liability Company Act (the "Delaware Act"), the undersigned companies hereby submit the following Articles of Merger:

**FIRST:** The names and jurisdictions of formation of each of the constituent companies to the merger are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
FPL Energy Pecos Wind I GP, Inc.	Florida P00000060830
FPL Energy Pecos Wind I GP, LLC	Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of December 21, 2001 (the "Plan of Merger"), pursuant to which FPL Energy Pecos Wind I GP, Inc., a Florida corporation ("Pecos I Inc."), shall be merged with and into FPL Energy Pecos Wind I GP, LLC, a Delaware limited liability company ("Pecos I LLC"), was adopted by (i) the Board of Directors and sole shareholder of Pecos I Inc. on December 21, 2001 and (ii) the sole member of Pecos I LLC on December 21, 2001 in accordance with the applicable provisions of the Delaware Act and the Florida Act. The Plan of Merger is attached to these Articles of Merger as Attachment A.

**THIRD:** The name of the surviving company in the merger is Pecos I LLC, and the address of its principal place of business is 700 Universe Boulevard, Juno Beach, Florida 33408.

**FOURTH:** The merger shall be effective as of the date and time of the filing of the Certificate of Merger of Pecos I Inc. with and into Pecos I LLC with the Delaware Secretary of State.

**FIFTH:** Pecos I LLC is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Pecos I Inc.

**SIXTH:** Pecos I LLC has agreed to pay promptly to the dissenting shareholders of Pecos I Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Act.

**SEVENTH:** Pecos I LLC is not managed by one or more managers.

**[SIGNATURES ON NEXT PAGE]**

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Pecos I Inc. and Pecos I LLC as of December 21, 2001

FPL ENERGY PECOS WIND I GP, INC.

By: Rita W. Costantino

Name: Rita W. Costantino

Title: Assistant Secretary

FPL ENERGY PECOS WIND I GP, LLC

By: Rita W. Costantino

Name: Rita W. Costantino

Title: Assistant Secretary

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## AGREEMENT AND PLAN OF MERGER

Of

**FPL ENERGY PECOS WIND I GP, INC.,**  
A Florida corporation

with and into

**FPL ENERGY PECOS WIND I GP, LLC,**  
A Delaware limited liability company

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This Agreement and Plan of Merger (this "Agreement") is entered into this 21<sup>st</sup> day of December, 2001 between FPL Energy Pecos Wind I GP, Inc., a Florida corporation ("Pecos I Inc."), and FPL Energy Pecos Wind I GP, LLC, a Delaware limited liability company ("Pecos I LLC").

### Recitals

A. The Florida Business Corporation Act (the "Florida Act"), the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Incorporation and Bylaws of Pecos I Inc. and the Limited Liability Company Agreement of Pecos I LLC each permit the merger of Pecos I Inc. with and into Pecos I LLC.

B. The sole shareholder of Pecos I Inc. and the sole member of Pecos I LLC deem it advisable and beneficial to the welfare of each such company and its shareholder or member, as applicable, to merge Pecos I Inc. with and into Pecos I LLC.

C. This Agreement was approved by unanimous written consent of each of (i) the Board of Directors of Pecos I Inc. on December 21, 2001 and (ii) the sole member of Pecos I LLC on December 21, 2001.

NOW, THEREFORE, in consideration of the mutual promises and covenants in this Agreement, and other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, the parties, intending to be legally bound, agree as follows:

### PLAN

1. Merger and Surviving Company. Subject to the terms and conditions of this Agreement and in accordance with the Florida Act and the Delaware Act, at the Effective Time (as defined below), Pecos I Inc. shall be merged with and into Pecos I LLC (the "Merger"). Pecos I LLC shall be the surviving company (the "Surviving Company") and shall continue to be

governed by the laws of the State of Delaware (including, without limitation, the Delaware Act). From and after the Effective Time, the separate existence of Pecos I Inc. shall cease.

2. Effective Time. The Merger shall become effective at the time that the (i) the Articles of Merger have been filed with the Florida Secretary of State by such time and date and (ii) a Certificate of Merger has been filed with the Delaware Secretary of State (the "Effective Time").

3. Limited Liability Company Agreement. The Limited Liability Company Agreement of Pecos I LLC as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect with no change as the Limited Liability Company Agreement of the Surviving Company, and such Limited Liability Company Agreement may thereafter be amended and/or restated as provided therein and by the Delaware Act.

4. Management after the Merger. At the Effective Time, the member and officers of Pecos I LLC immediately prior to the Effective Time will become the member and officers of the Surviving Company, each to hold office in accordance with the Limited Liability Company Agreement of the Surviving Company and the Delaware Act and until the earlier of such member's or officer's removal or the election or appointment of such member's or officer's successor, as the case may be.

5. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of Pecos I Inc. and Pecos I LLC will vest in the Surviving Company, and all debts, liabilities and duties of Pecos I Inc. and Pecos I LLC will become the debts, liabilities and duties of the Surviving Company.

6. Conversion of Capital Stock. Each share of the capital stock of Pecos I Inc. issued and outstanding immediately prior to the Effective Time shall be converted into a membership interest in the Surviving Company.

7. Representations and Warranties of Pecos I Inc. Pecos I Inc. represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

8. Representations and Warranties of Pecos I LLC. Pecos I LLC represents and warrants that it is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Delaware, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflicts of law principles.

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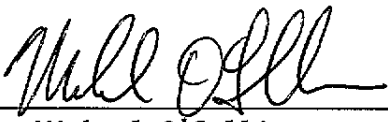
10. Counterparts. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

FPL ENERGY PECOS WIND I GP, INC,  
A Florida corporation

By:   
Name: Michael O'Sullivan  
Title: Vice President

FPL ENERGY PECOS WIND I GP, LLC,  
A Delaware limited liability company

By:   
Name: Michael O'Sullivan  
Title: Vice President

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