

CT CORPORATION SYSTEM

CORPORATION(S) NAME

P0000000062720

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

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DIVISION OF CORPORATIONS  
02 JAN -3 PM 12:25

☐ Profit ☐ Amendment ☒ Merger

☐ Nonprofit

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photocopies

☒ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

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Name

1/3/02

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Examiner \_\_\_\_\_

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Verifier \_\_\_\_\_

W.P. Verifier \_\_\_\_\_

Order#: 5009364a

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\*\*\*\*\*65.00 \*\*\*\*\*65.00

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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

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1100/00524/02698/02699/02710/00671



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 3, 2002

CT CORPORATION SYSTEM

SUBJECT: FPL ENERGY PECOS WIND II GP, INC.  
Ref. Number: P00000062720

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02 JAN 10 AM 11:29  
DIVISION OF CORPORATION

We have received your document for FPL ENERGY PECOS WIND II 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: 902A00000342

*Corrected Articles attached. Please backdate.*

*Thanks! Janna@CT*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PFL ENERGY PECOS WIND II GP, INC. a Florida entity P00000062720

INTO

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

File date: January 3, 2002

Corporate Specialist: Lee Rivers

**ARTICLES OF MERGER**

of

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

with and into

**FPL ENERGY PECOS WIND II 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 II GP, Inc.	Florida P00000062720
FPL Energy Pecos Wind II 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 II GP, Inc., a Florida corporation ("Pecos II Inc."), shall be merged with and into FPL Energy Pecos Wind II GP, LLC, a Delaware limited liability company ("Pecos II LLC"), was adopted by (i) the Board of Directors and sole shareholder of Pecos II Inc. on December 21, 2001 and (ii) the sole member of Pecos II 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 II 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 II Inc. with and into Pecos II LLC with the Delaware Secretary of State.

**FIFTH:** Pecos II 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 II Inc.

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

**SEVENTH:** Pecos II 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 II Inc. and Pecos II LLC as of December 21, 2001

FPL ENERGY PECOS WIND II GP, INC.

By: Rita W. Costantino

Name: Rita W. Costantino

Title: Assistant Secretary

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

**with and into**

**FPL ENERGY PECOS WIND II 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 II GP, Inc., a Florida corporation ("Pecos II Inc."), and FPL Energy Pecos Wind II GP, LLC, a Delaware limited liability company ("Pecos II 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 II Inc. and the Limited Liability Company Agreement of Pecos II LLC each permit the merger of Pecos II Inc. with and into Pecos II LLC.

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

C. This Agreement was approved by unanimous written consent of each of (i) the Board of Directors of Pecos II Inc. on December 21, 2001 and (ii) the sole member of Pecos II 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 II Inc. shall be merged with and into Pecos II LLC (the "Merger"). Pecos II 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 II 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 II 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 II 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 II Inc. and Pecos II LLC will vest in the Surviving Company, and all debts, liabilities and duties of Pecos II Inc. and Pecos II 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 II 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 II 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 II LLC. Pecos II 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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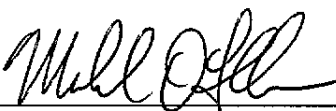
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed  
as of the day and year first written above.

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

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

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

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

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