

PD10000065886



ACCOUNT NO. : 072100000032

REFERENCE : 201763 5148330

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 78.75

FILED
2001 JUN 27 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : June 27, 2001

ORDER TIME : 11:57 AM

ORDER NO. : 201763-005

CUSTOMER NO: 5148330

CUSTOMER: Ms. Rita Costantino
Fpl Energy, Llc.

000004448090--3

700 Universe Blvd

Juno Beach, FL 33408-2683

DOMESTIC FILING

NAME: FPL ENERGY VIRGINIA HOLDINGS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

RECEIVED
01 JUN 27 PM 1:00
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

2589-621
W01-14920

7/3/01
D. WHITE MAY 29 2001 7✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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2001 JUN 27 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 29, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FPL ENERGY VIRGINIA HOLDINGS, INC.
Ref. Number: W01000014920

Please accept our apology for failing to mention this in our previous letter.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please have the incorporator, Aime Cemicharo, sign the articles.

Please return the original and one copy of 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) 487-6052.

Dale White
Document Specialist
New Filings Section

Letter Number: 001A00038817

RESUBMIT

Please give original
submission date as file date.

RECEIVED
01 JUL -3 PM 1:06
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 JUN 27 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 27, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FPL ENERGY VIRGINIA HOLDINGS, INC.
Ref. Number: W01000014920

We have received your document for FPL ENERGY VIRGINIA HOLDINGS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of 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) 487-6052.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00038817

RESUBMIT

Please give original
submission date as file date.

**ARTICLES OF INCORPORATION OF
FPL ENERGY VIRGINIA HOLDINGS, INC.**

FILED

2001 JUN 27 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Incorporation have been proposed and declared advisable by the Board of Directors by written consent duly executed as of June 26, 2001 and have been duly adopted in accordance with the applicable provisions of the Florida Business Corporations Act.

FIRST: The name of this Corporation is FPL Energy Virginia Holdings, Inc. The principal place of business of the Corporation is 700 Universe Boulevard, Juno Beach, Florida 33408. The name and address of the registered agent of the Corporation is J.E. Leon, 9250 West Flagler Street, Miami, Florida 33174.

SECOND: The total number of shares of stock that this Corporation is authorized to issue is 100 shares of a single class of shares, with a par value of \$0.01 per share.

THIRD: The sole purposes of this Corporation are:

- a) to act as shareholder of FPL Energy Virginia Funding Corporation, a Delaware corporation ("Funding Corp");
- b) to pledge its interest in Funding Corp pursuant to the terms of a Stock Pledge Agreement, among the Corporation and Funding Corp which is to be entered into pursuant to the terms of an Indenture, among Funding Corp, Doswell Limited Partnership (the "Partnership") and SunTrust Bank, as trustee (as now or hereafter amended or supplemented, the "Indenture"), in connection with the issuance by Funding Corp of its Senior Secured Bonds (as defined in the Indenture) pursuant to the Indenture and the loan of the proceeds thereof and of other Permitted Indebtedness (as defined in the Indenture) to the Partnership;
- c) to execute and deliver any and all documents, referred to in clause (b) of this paragraph THIRD (the "Operative Documents") to which this Corporation is a party;
- d) to satisfy and perform the obligations of this Corporation under each of such Operative Documents to which this Corporation is a party; and
- e) to engage in such other activities and to exercise such other powers permitted to corporations under the laws of the State of Florida (including executing, delivering and performing any other

certificates or agreements other than Operative Documents) but only to the extent that this Corporation or its Board of Directors deem such activities or powers reasonably incidental to, or necessary to the accomplishment of, any of the purposes described in clause (a), (b), (c) or (d) of this paragraph THIRD.

FOURTH: This Corporation shall not engage in any other activity, including, without limitation, the following activities:

- (a) create or incur or suffer to exist any Indebtedness (as defined in the Indenture) except Permitted Indebtedness or contingently or otherwise be or become liable in connection with any guarantee (as defined in the Indenture), except for endorsements and similar obligations in the ordinary course of business;
- (b) grant, create, incur or suffer to exist any Liens (as defined in the Indenture) upon any of its property except for Permitted Liens (as defined in the Indenture);
- (c) not enter into any transaction of merger or consolidation, change its form or organization or its business, liquidate, wind-up or dissolve itself or discontinue its business; and
- (d) engage in other activities or exercise other powers permitted to corporations under the laws of the State of Florida, except as permitted under the Operative Documents.

FIFTH: Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise so empowers this Corporation, this Corporation shall not, for so long as any of the Senior Secured Bonds (as defined in the Indenture) remain outstanding, take any of the following actions without (a) the affirmative vote of a majority of the shareholders of this Corporation, (b) the unanimous vote of the Board of Directors of this Corporation and (c) the receipt of a letter from the Rating Agencies (as defined in the Indenture) confirming that such action will not result in a Ratings Downgrade (as defined in the Indenture):

- (a) engage in any business or activity other than in accordance with paragraph THIRD hereof;
- (b) incur any Indebtedness, or assume or guarantee any Indebtedness other than Permitted Indebtedness (as defined in the Indenture);
- (c) dissolve or liquidate, in whole or in part (including a dissolution of Corporation at the request of a majority of the holders of the shares of stock of the Corporation);

- (d) consolidate with or merge into any other entity or sell, convey or transfer all or substantially all of its properties and assets (except that the Corporation may sell all or any part of the capital stock of the Funding Corp to any other shareholder of the Funding Corp) to any entity or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity;
- (e) institute any proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition or answer or consent seeking or consenting to its reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of, or taking possession by, a receiver, liquidator, assignee, trustee, sequestrator or other similar official of this Corporation or any substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action; or
- (f) authorize any amendment, or alteration to, or repeal of, these Articles of Incorporation (including, without limitation, this paragraph FIFTH).

When voting on whether this Corporation will take any action in respect of any matter described in paragraph (e) of this paragraph FIFTH and otherwise with regard to any act, or failure to act, in connection with any matter referred to in paragraph FIFTH, each director shall owe its primary fiduciary duty or other obligations to this Corporation (including, without limitation, this Corporation's creditors) and not to the shareholders (except as may be required by the Florida Business Corporation Act or by case law).

SIXTH: At all times, at least one of the directors serving on the Board of Directors of this Corporation and any Executive Committee of the Board of Directors shall be an Independent Person (as defined below) (except in the event of the resignation, death or removal of any such person, in which event the vacancy shall be immediately filled by another Independent Person). For purposes hereof, the term "Independent Person" means an individual who is not, and has not been within the preceding twelve (12) months, (i) a beneficial owner of any shares of the Common Stock of this Corporation, or any of the voting securities, or other rights to elect members of the board of directors, of any Controlling Entity (as defined below) (provided that indirect stock ownership of any Controlling Entity or of any affiliate thereof by any person through a mutual fund or similar diversified investment pool shall not disqualify such person from being an Independent Person unless such person maintains direct or indirect control of the investment decisions of such mutual fund or similar diversified investment pool); (ii) a director, officer or employee of this Corporation or any Controlling Entity; (iii) a person related to any person referred to in clauses (i) and (ii); nor (iv) a trustee, conservator or receiver for any Controlling Entity. As defined herein, "Controlling Entity" means any entity other than this Corporation (A) which owns beneficially, directly or indirectly, 10% or more of the outstanding shares of Common Stock of the

Corporation, (B) of which 10% or more of the outstanding voting securities are owned beneficially, directly or indirectly, by any entity described in Clause (A) above, or (C) which otherwise controls or is otherwise controlled by or is under common control with any entity described in clause (A) above; provided that, for purposes of this definition, the terms "control," "controlled by" and "under common control with" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

EIGHTH: This Corporation shall not commingle any of its assets with the assets of any other entity or person. This Corporation shall maintain its financial and accounting books and records separate from those of any other person or entity.

NINTH: The name and address of the incorporator of the Corporation is Aimee G. Cernicharo, 700 Universe Boulevard, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on July 1, 2001.

Aimee G. Cernicharo
Aimee G. Cernicharo, Incorporator

**CONSENT OF REGISTERED AGENT
OF**

FPL ENERGY VIRGINIA HOLDINGS, INC.

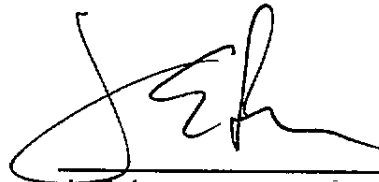
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2001 JUN 21 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, J. E. Leon, whose business office is 9250 West Flagler Street, Miami, Florida 33174 hereby accepts appointment as the initial registered agent of FPL Energy Virginia Holdings, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated:

A handwritten signature in black ink, appearing to be 'J. E. Leon', written over a horizontal line.

J. E. Leon
Registered Agent