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CT Corporation

1203 Governors Square Blvd.  
Suite 101  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctcorporation.com

November 17, 2011

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

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Re: Order #: 8306106 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

ESI Cherokee MGP, Inc. (FL)  
Conversion  
Florida

ESI Cherokee MGP, Inc. (FL)  
Obtain Document - Misc - Certified copy of Conversion  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

**CERTIFICATE OF CONVERSION**  
**OF**  
**ESI CHEROKEE MGP, INC.**  
**(a Florida corporation)**  
**TO**  
**CHEROKEE GENERATING MGP, LLC**  
**(a Delaware limited liability company)**

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This Certificate of Conversion is being duly executed, delivered and filed by the undersigned to convert ESI Cherokee MGP, Inc., a Florida corporation (the "**Company**"), to Cherokee Generating MGP, LLC, a Delaware limited liability company, pursuant to Section 607.1113 of the Florida Statutes.

1. The Company has been converted into a Delaware limited liability company named "Cherokee Generating MGP, LLC" (the "**LLC**") in compliance with Chapter 607 of the Florida Statutes (the "**Conversion**"), and the Conversion complies with the applicable laws governing the LLC.

2. The Plan of Conversion providing for the Conversion was adopted and approved by the consent of the Board of Directors and the sole shareholder of the Company in accordance with Chapter 607 of the Florida Statutes.

3. The effective date of the Conversion shall be November 16, 2011.

4. The registered address of the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

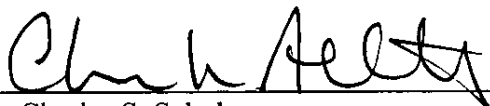
5. The LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Company, including any appraisal rights of shareholders of the Company under Sections 607.1301 - 607.1333 of the Florida Statutes, and the street and mailing address of an office which the Florida Department of State may use for purposes of Section 607.1114(4) of the Florida Statutes is: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

6. The LLC has agreed to pay any shareholder of the Company having appraisal rights the amount to which they are entitled under Sections 607.1301 - 607.1333 of the Florida Statutes.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
this 16 day of November, 2011.

ESI CHEROKEE MGP, INC.

By:   
Name: Charles S. Schultz  
Title: Secretary

**PLAN OF CONVERSION  
BY AND BETWEEN  
ESI CHEROKEE MGP, INC.  
(a Florida corporation)  
AND  
ESI CHEROKEE HOLDINGS, INC.  
(a Florida corporation)**

PLAN OF CONVERSION, adopted for ESI Cherokee MGP, Inc., a corporation organized under the laws of the State of Florida (the “**Domestic Corporation**”), by resolution of its board of directors (the “**Board**”) on \_\_\_\_\_, 2011 and sole shareholder, ESI Cherokee Holdings, Inc., a Florida corporation (the “**Shareholder**”), on \_\_\_\_\_, 2011 in accordance with the Florida Business Corporation Act (the “**Florida Act**”).

1. The Domestic Corporation, shall, pursuant to the provisions of the Florida Act, be converted and shall change its business organization from that of a Florida corporation into Cherokee Generating MGP, LLC, a limited liability company organized under the laws of the State of Delaware (the “**Other Business Entity**”), which, on the Effective Date (as hereinafter defined), shall continue to exist in the form of a Delaware limited liability company under the name of Cherokee Generating MGP, LLC pursuant to the provisions of the Delaware Limited Liability Company Act (the “**Delaware Act**”) and, in accordance with Section 18-214 of the Delaware Act, the Other Business Entity shall be deemed to be the same entity as the Domestic Corporation and the conversion shall constitute a continuation of the Other Business Entity in the form of a Delaware limited liability company.

2. The Certificate of Formation by which the Other Business Entity will be organized under the Delaware Act is attached hereto as Exhibit A and, on the Effective Date, shall be the Certificate of Formation of the Other Business Entity and will continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Act.

3. The limited liability company agreement by which the Other Business Entity will be organized under the Delaware Act is attached hereto as Exhibit B and, on the Effective Date, shall be the limited liability company agreement of the Other Business Entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Act.

4. All of the shares of the Domestic Corporation issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, automatically be converted into 100% of the issued and outstanding limited liability company interests of the Other Business Entity. Each such certificate representing each such issued and outstanding share of the Domestic Corporation immediately prior to the Effective Date shall, on the Effective Date, be extinguished and of no value. The holder of each such issued and outstanding share of the Domestic Corporation immediately prior to the Effective Date shall, immediately after the Effective Date, be the holder of each such issued and outstanding limited liability company interests of the Other Business

Entity and the Shareholder shall automatically be admitted as the sole member of the Other Business Entity.

5. The statutory conversion of the Domestic Corporation into the Other Business Entity has been adopted and approved by the Board and the Shareholder in the manner prescribed by the provisions of the Florida Act. The statutory conversion of the Domestic Corporation into the Other Business Entity is permitted pursuant to Section 18-214 of the Delaware Act.

6. The Domestic Corporation and the Shareholder are authorized to amend this Plan of Conversion at any time prior to the Effective Date, subject to the limitations set forth in applicable law.

7. This Plan of Conversion and the statutory conversion therein provided for shall be effective on \_\_\_\_\_, 2011 (herein referred to as the “**Effective Date**”).

8. The matters described in this Plan of Conversion, if otherwise determined to constitute a taxable event for federal income tax purposes, are intended to qualify as a complete liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the undersigned have executed this Plan of Conversion this  
\_\_\_\_ day of \_\_\_\_\_, 2011.

**COMPANY:**

ESI CHEROKEE MGP, INC., a Florida corporation

By: \_\_\_\_\_  
Name: Charles S. Schultz  
Title: Secretary

**SHAREHOLDER:**

ESI CHEROKEE HOLDINGS, INC., a Florida corporation

By: \_\_\_\_\_  
Name: Charles S. Schultz  
Title: Secretary

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**EXHIBIT "A"**

**Certificate of Formation  
of  
Other Business Entity**



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**EXHIBIT "B"**

**Limited Liability Company Agreement  
of  
Other Business Entity**