

P97000097452

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

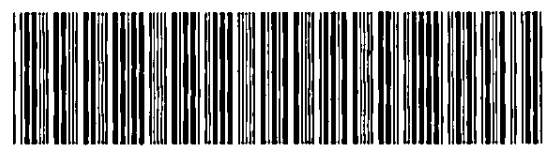
(Business Entity Name)

(Document Number)

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2020 FEB 27 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 FEB 27 PM 11:01

V. SULKER
MAR 11 2020



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2020

CORPORATION SERVICE COMPANY
ATTN:KADESHA ROBERSON

SUBJECT: ESI NORTHEAST ENERGY GP, INC.
Ref. Number: P97000097452

We have received your document for ESI NORTHEAST ENERGY GP, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

CORPORATION CONVERSION FEE IS \$35.00

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) 245-6050.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 820A00005120

2020 MAR 10 AM 10:42

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 194136 7924764

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : February 26, 2020

ORDER TIME : 9:52 AM

ORDER NO. : 194136-005

CUSTOMER NO: 7924764

DOMESTIC AMENDMENT FILING

NAME: ESI NORTHEAST ENERGY GP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER'S INITIALS: _____

ARTICLES OF CONVERSION
OF
ESI NORTHEAST ENERGY GP, INC.
(a Florida corporation)
TO
ESI NORTHEAST ENERGY GP, LLC
(a Delaware limited liability company)

These Articles of Conversion are being duly executed, delivered and filed by the undersigned to convert ESI Northeast Energy GP, Inc., a Florida corporation (the "**Company**"), to ESI Northeast Energy GP, LLC, a Delaware limited liability company, pursuant to Section 607.11931 of the Florida Business Corporation Act ("**FBCA**").

1. The Company has been converted into a Delaware limited liability company named "ESI Northeast Energy GP, LLC" (the "**LLC**") in compliance with the FBCA (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 the FCBA.

3. The conversion becomes effective on March 1, 2020.

4. The registered address of the LLC in the State of Delaware is NextEra Registered Agency, LLC, 1105 N. Market Street, Suite 1300, Wilmington, DE 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 FBCA, 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 FBCA is 700 Universe Blvd., Juno Beach, FL 33408.

7. 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 FBCA.

SIGNATURE PAGE FOLLOWS

FILED
2020 FEB 27 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion
this 26th day of February 2020.

ESI NORTHEAST ENERGY GP, INC.

By: Melissa A. Plotsky
Name: Melissa A. Plotsky
Title: Secretary