

P97000104433

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MERGER OR SHARE EXCHANGE
ESI ORMESA HOLDINGS, INC.

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DDR
8/19/13

**ARTICLES OF MERGER
COVER LETTER**

TO: Amendment Section
Division of Corporations

SUBJECT: ESI Ormesa Holdings, Inc.

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Sean Leibowitz
Florida Power and Light Company
700 Universe Boulevard
ACG/JB
Juno Beach, Florida 33408
Sean.Leibowitz@fpl.com

For further information concerning this matter, please call:

Sean Leibowitz at (561) 691-7261



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Amendment Section
Division of Corporations
Clifton Building
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Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1105 and 607.1109, Florida Statutes.

FIRST: The name, jurisdiction, and document number of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ESI Ormesa Holdings, Inc.	Florida	P97000104433

SECOND: The name, jurisdiction, and document number of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ESI Calistoga GP, Inc.	Florida	P97000001398

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 8, 2013 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation on August 8, 2013 and by the sole shareholder of the merging corporation on August 7, 2013.

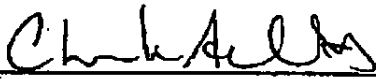
SEVENTH: The Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with all applicable laws. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signatures for Each Merging Corporation

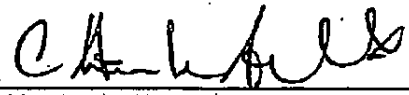
[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger on the 13th day of August, 2013.

ESI CALISTOGA GP, INC.

By: 
Charles S. Schultz
Secretary

ESI ORMESA HOLDINGS, INC.

By: 
Charles S. Schultz
Secretary

AGREEMENT AND PLAN OF MERGER

of

**ESI CALISTOGA GP, INC.
a Florida corporation**

with and into

**ESI ORMESA HOLDINGS, INC.
a Florida corporation**

This Agreement and Plan of Merger (the "Agreement") is entered into this 8th day of August, 2013 between ESI Calistoga GP, Inc. ("Calistoga"), a Florida corporation, and ESI Ormesa Holdings, Inc. ("ESI Ormesa"), a Florida corporation.

RECITALS

A. The Florida Business Corporation Act, the Articles of Incorporation and the Bylaws of Calistoga permit the merger of Calistoga with and into ESI Ormesa.

B. The sole shareholder of Calistoga deems it advisable and in the best interest of Calistoga to merge Calistoga with and into ESI Ormesa.

C. This Agreement was approved by the unanimous written consent of the Boards of Directors of each of Calistoga and ESI Ormesa and the sole shareholder of Calistoga.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN OF MERGER

1. Merger and Surviving Company. Subject to the terms and conditions of this Agreement and in accordance with the Florida Business Corporation Act (the "Florida Act"), at the Effective Time (as defined below), Calistoga shall be merged (the "Merger") with and into ESI Ormesa. ESI Ormesa shall be the surviving company. ESI Ormesa shall continue to be governed by the laws of the State of Florida (including, without limitation, the Florida Act). ESI Ormesa is located at 700 Universe Boulevard, Juno Beach, FL 33408.

2. Effective Time. The Merger shall become effective on the date that the Articles of Merger are filed with the Secretary of State of the State of Florida.

3. Corporate Bylaws. The Bylaws of ESI Ormesa ("ESI Ormesa's Bylaws") as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as ESI Ormesa's Bylaws with no changes thereto. ESI Ormesa's Bylaws may thereafter continue to be amended and/or restated as provided therein and by the Florida Act.

4. Corporate Governance after the Merger. At the Effective Time, the officers and directors of ESI Ormesa will continue to serve as officers and directors of ESI Ormesa, and no officers or directors of Calistoga will become officers or directors of ESI Ormesa.

5. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of Calistoga will vest in ESI Ormesa, and all debts, liabilities and duties of Calistoga will become the debts, liabilities and duties of ESI Ormesa.

6. Consideration for Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (a) the 1,000 outstanding shares of Calistoga common stock, par value \$0.01 per share (the "Calistoga Common Stock"), shall be acquired by ESI Ormesa for \$0.01 per share, which the parties' boards of directors and shareholders have agreed is fair and adequate consideration; and (b) each share of Calistoga Common Stock issued and outstanding immediately prior to the Effective Time and acquired by ESI Ormesa shall be cancelled.

7. Representations and Warranties of Calistoga. Calistoga 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 ESI Ormesa. ESI Ormesa 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.

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

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.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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

ESI CALISTOGA GP, INC.
a Florida corporation

By: 

Michael O'Sullivan
Vice President

ESI ORMESA HOLDINGS, INC.
a Florida corporation

By: 

Michael O'Sullivan
Vice President