

Division of Corporations

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MERGER OR SHARE EXCHANGE
ESI ORMESA HOLDINGS, INC.

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Merger

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12-30-14

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, 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>
FPL Energy Geo East Mesa Partners, Inc.	Florida	P94000080812

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 by unanimous written consent dated December 26, 2014 and by the sole shareholder of the surviving corporation by written consent dated December 26, 2014.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation by written consent dated December 26, 2014 and by the sole shareholder of the merging corporation by written consent dated December 26, 2014.

SEVENTH: The Articles of Incorporation of the surviving corporation, ESI Ormesa Holdings, Inc., are amended to change the name of the surviving corporation to GR Bage (FL), Inc.

EIGHTH: Signatures for each Corporation

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 26th day of December, 2014.

FPL ENERGY GEO EAST MESA
PARTNERS, INC.

By: Melissa A. Plotsky
Melissa A. Plotsky, Secretary

ESI ORMESA HOLDINGS, INC.

By: Melissa A. Plotsky
Melissa A. Plotsky, Secretary

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") is entered into this 26th day of Dec. 2014 between FPL Energy Geo East Mesa Partners, Inc. ("FPLE Geo East Mesa"), a Florida corporation, and ESI Ormesa Holdings, Inc. ("ESI Ormesa"), a Florida corporation.

RECITALS

A. This Plan of Merger was approved by the unanimous written consent of the Boards of Directors of each of FPLE Geo East Mesa and ESI Ormesa and the sole shareholder of each of FPLE Geo East Mesa and ESI Ormesa.

B. The Board of Directors and sole shareholder of ESI Ormesa, by written consent, approved a change of name for ESI Ormesa to GR Bage (FL), Inc. to be effective upon the merger of FPLE Geo East Mesa with and into ESI Ormesa.

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), FPLE Geo East Mesa shall be merged (the "Merger") with and into ESI Ormesa. ESI Ormesa shall be the surviving corporation. ESI Ormesa shall continue to be governed by the laws of the State of Florida (including, without limitation, the Florida Act).

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 (the "Effective Time").

3. Amendment to Articles of Incorporation of ESI Ormesa. At the Effective Time the Articles of Incorporation of ESI Ormesa shall be deemed to be amended to reflect that the name of ESI Ormesa at the Effective Time shall be GR Bage (FL), Inc.

4. 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.

5. 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 FPLE Geo East Mesa will become officers or directors of ESI Ormesa.

6. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of FPLE Geo East Mesa will vest in ESI Ormesa, and all debts, liabilities and duties of FPLE Geo East Mesa will become the debts, liabilities and duties of ESI Ormesa.

7. Consideration for Shares. All right, title and interest in the shares of FPLE Geo East Mesa (the "FPLE Geo East Mesa Shares") that are issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without payment of any consideration and without any conversion and the holder of the FPLE Geo East Mesa Shares shall cease to have any rights with respect to the FPLE Geo East Mesa Shares.

8. Representations and Warranties of FPLE Geo East Mesa. FPLE Geo East Mesa 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 Plan of Merger and the transactions contemplated by this Plan of Merger.

9. 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 Plan of Merger and the transactions contemplated by this Plan of Merger.

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

11. Counterparts. This Plan of Merger 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 Plan of Merger to be executed as of the day and year first written above.

FPL ENERGY GEO EAST MESA PARTNERS, INC.
a Florida corporation

By: 
Michael O'Sullivan
Vice President

ESI ORMESA HOLDINGS, INC.
a Florida corporation

By: 
Michael O'Sullivan
Vice President