

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RATHDRUM GENERATION PARTNERS LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "RATHDRUM POWER, LLC" UNDER THE NAME OF "RATHDRUM POWER, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1998, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2964710 8100M

981455720

AUTHENTICATION:

9427441

DATE:

11-30-98

**CERTIFICATE OF MERGER
OF
RATHDRUM GENERATION PARTNERS LIMITED PARTNERSHIP
INTO
RATHDRUM POWER, LLC**

Rathdrum Power, LLC, a limited liability company organized under the Delaware Limited Liability Company Act (the "Act"), for the purpose of merging with another entity pursuant to Section 18-209 of the Act, hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited liability companies or other business entities that are constituent entities are:

<u>Name</u>	<u>Jurisdiction</u>
Rathdrum Power, LLC	Delaware
Rathdrum Generation Partners Limited Partnership	Delaware

2. A plan of merger has been approved, adopted, certified, executed and acknowledged by each domestic limited liability company or other business entity which is a constituent entity.

3. The name of the surviving domestic limited liability company is Rathdrum Power, LLC.

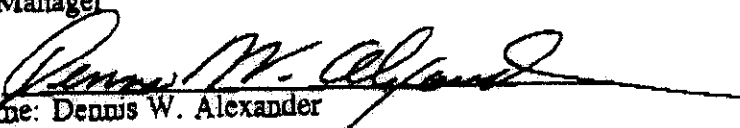
4. The executed plan of merger is on file at the following place of business of the surviving domestic limited liability company: Rathdrum Power, LLC.

5. A copy of the plan of merger will be furnished by Rathdrum Power, LLC on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a constituent entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 25th day of November, 1998, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving domestic limited liability company.

RATHDRUM POWER, LLC

Cogentrix of Rathdrum I, Inc.,
its Manager

By: 

Name: Dennis W. Alexander

Title: Group Senior Vice President

RATHDRUM GENERATION PARTNERS LIMITED PARTNERSHIP

**JOINT UNANIMOUS WRITTEN CONSENT
OF THE SOLE GENERAL PARTNER AND THE SOLE LIMITED PARTNER**

November 25, 1998

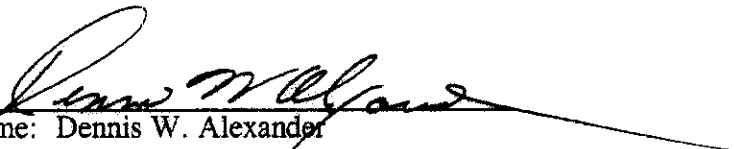
1. **Consent of Sole General Partner**

WHEREAS, Cogentrix of Rathdrum I, Inc., the sole general partner (the "GP") of Rathdrum Generation Partners Limited Partnership, a Delaware limited partnership, (the "Partnership") deems it advisable and in the best interest of the Partnership for the Partnership to merge (the "Merger") with and into Rathdrum Power, LLC, a Delaware limited liability company (the "LLC"), as a result of which the LLC shall be the surviving entity;

NOW, THEREFORE, BE IT RESOLVED, that the undersigned, being the sole GP of the Partnership, hereby consents to the taking of the actions and the adoption of the Plan of Merger set forth on Exhibit A attached hereto. The undersigned agrees to be bound by its signature (including any telecopied signature thereof) and agrees that the Partnership may rely on its signatures (including any telecopied signature thereof). The GP hereby consents to, approves and adopts the foregoing actions effective as of the date set forth above, notwithstanding the actual date of signing.

SOLE GENERAL PARTNER:

COGENTRIX OF RATHDRUM I, INC.

By: 

Name: Dennis W. Alexander

Title: Group Senior Vice President

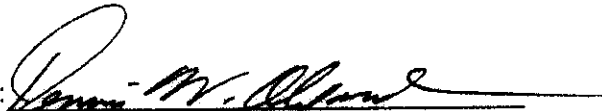
2. Consent of Sole Limited Partner

WHEREAS, the sole limited partner of the Partnership (the "LP") has received the recommendation of the GP and agrees that such actions are in the best interests of the Partnership and the LP.

NOW, THEREFORE, BE IT RESOLVED THAT, the undersigned, being the sole LP of the Partnership hereby consents to the taking of the actions and the adoption of the Plan of Merger set forth on Exhibit A attached hereto. The LP agrees to be bound by its signature (including any telecopied signature thereof) and agrees that the Partnership may rely on its signatures (including any telecopied signature thereof). The LP hereby consents to, approves and adopts the foregoing actions effective as of the date set forth above, notwithstanding the actual date of signing.

SOLE LIMITED PARTNER:

COGENTRIX OF RATHDRUM II, INC.

By: 

Name: Dennis W. Alexander

Title: Group Senior Vice President

RATHDRUM POWER, LLC

JOINT UNANIMOUS WRITTEN CONSENT OF MANAGER AND MEMBER

November 25, 1998

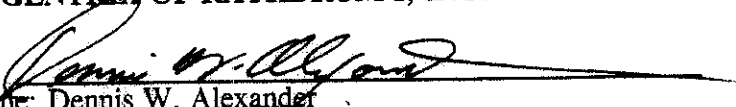
Consent of Manager and Member

WHEREAS, Cogentrix of Rathdrum I, Inc., the manager and sole member (the "Manager") of Rathdrum Power, LLC, a Delaware limited liability company (the "Company") has determined that it is in the best interest of the Company that the Company effect a merger (the "Merger") with Rathdrum Generation Partners Limited Partnership, pursuant to Section 18-209 of Delaware law and the Plan of Merger (the "Plan") in the form attached hereto as Exhibit A, as a result of which the Company is the surviving entity;

NOW, THEREFORE, BE IT RESOLVED THAT, the undersigned, being the Manager and sole member of the Company, hereby consents to and approves the Plan. The Manager agrees to be bound by its signature (including any telecopied signature thereof) and agrees that the Company may rely on its signature (including any telecopied signature thereof). The Manager hereby consents to, approves and adopts the foregoing actions effective as of the date set forth above, notwithstanding the actual date of signing.

MANAGER and MEMBER:

COGENTRIX OF RATHDRUM I, INC.

By: 

Name: Dennis W. Alexander

Title: Group Senior Vice President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is made and entered into as of this 25th day of November, 1998, by and between Rathdrum Generation Partners Limited Partnership, a limited partnership formed under the laws of Delaware ("Merging LP"), and Rathdrum Power, LLC, a limited liability company formed under the laws of Delaware ("Surviving LLC").

Merging LP and Surviving LLC and the Merging LP's sole general partner and sole limited partner, and the Surviving LLC's sole manager and sole member, have approved the merger of Merging LP into Surviving LLC by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, Merging LP and Surviving LLC agree as follows:

1. Merger. At the Effective Time (as defined below), Merging LP shall be merged with and into Surviving LLC (the "Merger") in accordance with the provisions of Title 8, Chapter 1 of the Code of Delaware; Surviving LLC shall be and continue in existence as the surviving entity, and the separate existence of Merging LP shall cease. The title to all real estate and any other property owned by the Merging LP will be vested in the Surviving LLC without reversion or impairment. The Surviving LLC will have all liabilities of the Merging LP.

2. Effective Time. The effective time and date of the Merger shall be the time and date of filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

3. Conversion and Exchange of Partnership Percentages. Each outstanding partnership percentage of Merging LP shall be converted into a like membership interest of Surviving LLC as a result of the merger.

4. Termination or Abandonment. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time by either Merging LP or Surviving LLC by action of its General Partner or Manager, respectively.

5. Other Provisions.

(a) This Plan of Merger shall be governed by the laws of the State of Delaware.

(b) This Plan of Merger may be executed in any number of counterparts and each such counterpart shall be deemed to be an original, but all of such counterparts together shall constitute one and the same plan.

IN WITNESS WHEREOF, Merging LP and Surviving LLC have caused this Plan of Merger to be executed as of the day and year first above written.

Surviving LLC:

RATHDRUM POWER, LLC,
a Delaware limited liability company

Cogentrix of Rathdrum I, Inc.
its Sole Manager

By: _____
Name: Dennis W. Alexander
Title: Group Senior Vice President

Merging LP:

RATHDRUM GENERATION PARTNERS
LIMITED PARTNERSHIP,
a Delaware limited partnership

Cogentrix of Rathdrum I, Inc.
its Sole General Partner

By: _____
Name: _____
Title: _____

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)



1. The name of the limited liability company is: Rathdrum Power, LLC
2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is: N/A
3. The jurisdiction under whose laws the limited liability company is organized is Delaware, and the date of its formation was November 9, 1998
4. The name and street address of the registered agent in Idaho is: CT Corporation System,
300 North 6th Street, Boise, ID 83702
5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: CT Corporation, c/o Corporation Trust Center, 1209 Orange Street,
Wilmington, DE 19801
6. The address of the limited liability company's principal office, if other than the address in #5 above, is: 9405 Arrowpoint Boulevard, Charlotte, NC 28273-8110
7. The address to which correspondence should be addressed is: 9405 Arrowpoint
Boulevard, Charlotte, NC 28273-8110, Attn: General Counsel

8. Signature of a manager, if any, or a member
if there are no managers.
Cogentrix of Rathdrum, Inc., Managing Member

By: Lori M. Toole

Its: Lori M. Toole, Assistant Secretary of
Cogentrix of Rathdrum, Inc.

Typed or Printed Name
Manager ☒ Member ☐

9. Signature of the registered agent named
in #4 above.

R. B. Kading, Jr.
Registered Agent - CT Corporation System

TRIM-SECRETARY OF STATE

12/09/1998 09:00
CK: 75468 CT: 20160 MH: 168789

1 @ 100.00 = 100.00 REGFORLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

7499



APPLICATION FOR WITHDRAWAL OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

FILED

99 AUG 20 AM 10:39

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to the provisions of Chapter 2, Idaho Code, the undersigned limited partnership hereby applies to withdraw from the State of Idaho and for that purpose submits the following statement:

1. The name of the limited partnership is Rathdrum Generation Partners, L.P.

The name which it used in Idaho is Rathdrum Generation Partners, L.P.

2. It is organized under the laws of Delaware

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the limited partnership at the address listed in item 6., below.

6. The post office address to which process against the limited partnership may be mailed is

CT Corporation System, Registered Office, 300 North 6th Street,

Boise, ID 83701

Cogentrix of Rathdrum, Inc. (formerly
Cogentrix of Rathdrum I, Inc.), its
General Partner

By Lori M. Toole

A General Partner Lori M. Toole
Assistant Secretary of
Cogentrix of Rathdrum, Inc.

Secretary of State use only

IDAH0 SECRETARY OF STATE

08/20/1999 09:00
CX: 13673 CT: 119539 IN: 243711

1 P 20.00 = 20.00 LP WITHDRAW # 2

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