

Filing Fee: \$50.00

ID Number: 90055



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

Tiverton Power Associates Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is June 11, 1996

3. The Certificate of Limited Partnership (as previously amended December 19, 2000)

*(List dates of prior amendment(s), if applicable. If none, so state.)*

is amended as follows:

[Insert amendment]

SECOND: The address of the specific office in this state where the records of the limited partnership shall be kept is

c/o Calpine Corporation, 717 Texas Avenue, Suite 1000, Houston, TX 77002

THIRD: The name and address of the specific agent for service of process is

Corporation Service Company, 222 Jefferson Blvd., Suite 200, Warwick, RI 02888

FOURTH: The name and business address of each general partner is Calpine Tiverton, Inc.

c/o Calpine Corporation, 717 Texas Avenue, Suite 1000, Houston, TX 77002

FIFTH: The mailing address for the limited partnership is:

c/o Calpine Corporation, 717 Texas Avenue, Suite 1000, Houston, TX 77002

SIXTH: The latest date upon which the limited partnership is to dissolve is: perpetual

SEE ATTACHED EXHIBIT A - AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

FILED

JAN 18 2012

By 160871

DS 12:08

**EXHIBIT**

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**TIVERTON POWER ASSOCIATES LIMITED PARTNERSHIP**

- FIRST:**        The name of the limited partnership is Tiverton Power Associates Limited Partnership
- SECOND:**    The address of the specified office in this state where the records of the limited partnership shall be kept is:
- c/o Calpine Corporation  
717 Texas Avenue, Suite 1000  
Houston, TX 77002
- THIRD:**      The name and address of the specified agent for service of process is
- Corporation Service Company  
222 Jefferson Blvd., Suite 200  
Warwick, RI 02888
- FOURTH:**    The name and business address of each general partner is:
- Calpine Tiverton, Inc.  
c/o Calpine Corporation  
717 Texas Avenue, Suite 1000  
Houston, TX 77002
- FIFTH:**      The mailing address for the limited partnership is:
- Calpine Tiverton, Inc.  
c/o Calpine Corporation  
717 Texas Avenue, Suite 1000  
Houston, TX 77002
- SIXTH:**      The latest update upon which the limited partnership is to dissolve is:  
perpetual

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 17, 2012

Tiverton Power Associates Limited Partnership

Print Name of Limited Partnership

By SEE ATTACHED

By \_\_\_\_\_

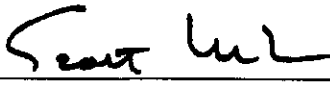
By \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

**Tiverton Power Associates Limited Partnership**

By: Calpine Tiverton, Inc.  
a Delaware domestic corporation,  
its general partner

By:   
\_\_\_\_\_  
Scott L.B. McLaughlin, Assistant Secretary



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

