

Attachment B

The registered agent for Applicant in Illinois is:

CT Corporation System
208 South LaSalle Street, Suite 814
Chicago, IL 60604

Attached is the qualification for PB2 Texas, LLC and the formation documents for Power Brokers, LLC filed in Texas



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 18, 2010

0302070-3

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE POWER BROKERS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-45.5**
June 2010

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62758
217-524-8008
www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Illinois Limited Liability Company Act
Application for Admission to Transact Business

SUBMIT IN DUPLICATE
Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: 

FILE #: 0302-070-3

This space for use by Secretary of State.

FILED

AUG 18 2010

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Power Brokers, LLC

2. Assumed Name: PB2 Texas, LLC

(This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Texas

4. Date of Organization: 06/10/2010

5. Period of Duration: Perpetual

(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)

5430 LBJ Freeway, Suite 800

Number

Street

Suite #

Dallas, TX

City, State

75240

ZIP Code

7. Registered Agent: C T Corporation System

First Name

Middle Name

Last Name

Registered Office: 208 South LaSalle Street, Suite 814

(P.O. Box alone or c/o is unacceptable.)

Number

Street

Suite #

Chicago

City

Illinois

60604

Zip Code

8. If applicable, Date on which Company first conducted business in Illinois: 08/17/2010

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____

To engage in any and all lawful purposes for which limited liability companies may be organized under the Texas Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

b. has management vested in the members(s) (List names and addresses.)

HW Shapp LP, LLC

5430 LBJ Freeway, Suite 800

Dallas, TX 75240

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or county wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: August 16, 2010
Month, Day, Year

Rita Townsend

Signature

RITA TOWNSEND Authorized Rep.
Name and Title (type or print)

HW Shapp LP, LLC Member

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0302070-3

08/20/2010

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE POWER BROKERS, LLC
ASE: PB2 TEXAS, LLC

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE LIMITED LIABILITY COMPANY CREDITED WITH THE REQUIRED FEE.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-1.20**

October 2008

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
Room 351 Howlett Building
501 S. Second St.
Springfield, IL 62756
www.cyberdriveillinois.com

Payment must be made by business
firm check payable to Secretary of
State. (If check is returned for any
reason this filing will be void.)

**Illinois
Limited Liability Company Act**

Application to Adopt, Change, Cancel
or Renew an Assumed Name

Filing Fee - see note on reverse side

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State.

Filing Fee: \$ 150

Approved: [Signature]

FILE # 030907-3

This space for use by Secretary of State.

FILED

AUG 18 2010

**JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company Name: Power Brokers, LLC

2. State or Country under the laws of which the company is organized: (check one)

Illinois (domestic) Foreign (specify): Texas

3. Date organized (if an Illinois Limited Liability Company) or date authorized to transact business in Illinois (if a foreign Limited Liability Company): 8/17/2010

4. TO ADOPT: (a) The Limited Liability Company intends to adopt and transact business under the assumed name of: PB2 Texas, LLC

(b) The right to use the assumed name shall be effective from the date this application is filed by the Secretary of State until June 1, 2015, the first day of the company's anniversary month in the next year, which is evenly divisible by five.

5. TO CHANGE: (a) The above-named Limited Liability Company intends to cease transacting business under the assumed name of: _____

(b) and to commence transacting business under the new assumed name of: _____

6. TO CANCEL: The above-named Limited Liability Company intends to cease transacting business under the assumed name of: _____

7. TO RENEW: (a) The above-named Limited Liability Company intends to renew the assumed name of: _____

(b) The right to use the assumed name shall be effective from the date this application is filed by the Secretary of State until _____, 20____, the first day of the company's anniversary month in the next year, which is evenly divisible by five.

LLC-1.20

8. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this Application to Adopt, Change, Cancel or Renew an Assumed Name is to the best of my knowledge and belief, true, correct and complete.

Dated August 16, 2010

Month & Day

Year

Rita Townsend

Signature

Rita Townsend, Authorized Representative

Name and Title (type or print)

HW Shapp LP, LLC, Managing Member

If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.

- NOTE:
- a. An assumed name may be adopted in five-year increments. The right to use an assumed name shall be effective from the date of filing by the Secretary of State until the first day of the anniversary month of the Limited Liability Company that falls within the next calendar year evenly divisible by 5.
 - b. The filing fee to adopt an assumed name is \$150 for each year or part thereof ending in 0 or 5; \$120 for each year or part thereof ending in 1 or 6; \$90 for each year or part thereof ending in 2 or 7; \$60 for each year or part thereof ending in 3 or 8; or \$30 for each year or part thereof ending in 4 or 9.
 - c. The fee to change an assumed name is \$100.
 - d. The fee for canceling an assumed name is \$100.
 - e. The fee to renew an assumed name is \$150. An assumed name may be renewed 60 days prior to the expiration of the right to use the assumed name, for a period of five years, by making an election to do so at the time of filing the Annual Report and by paying the renewal fees as prescribed by this Act.
 - f. A penalty of \$100 will apply to any assumed name renewed on or after the first day of the company's anniversary month. If the assumed name is not renewed within the 60 days commencing with the first day of the company's anniversary month, the right to use the assumed name shall cease.



Office of the Secretary of State

CERTIFICATE OF FILING OF

CEPB, LLC
File Number: 801280442

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 06/10/2010

Effective: 06/10/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



**Certificate of Formation
Limited Liability Company**

Filed in the Office of the
Secretary of State of Texas
Filing #: 801280442 06/10/2010
Document #: 311415450002
Image Generated Electronically
for Web Filing

Filing Fee: \$300

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

CEPB, LLC

Article 2 - Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be company named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

David Newsom

C. The business address of the registered agent and the registered office address is:

Street Address:

5430 LBJ Freeway

Suite 800 Dallas TX 75240

Consent of Registered Agent

A. A copy of the consent of registered agent is attached.

OR

B. The consent of the registered agent is maintained by the entity.

Article 3 - Governing Authority

A. The limited liability company is to be managed by managers.

OR

B. The limited liability company will not have managers. Management of the company is reserved to the members.

The names and addresses of the governing persons are set forth below:

Managing Member 1: (Business Name) **HW Shapp LP, LLC**

Address: **5430 LBJ Freeway Suite 800 Dallas TX, USA 75240**

Article 4 - Purpose

The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer are set forth below.

Rita Aybar Townsend 5430 LBJ Freeway, Suite 800, Dallas, TX 75240

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Rita Aybar Townsend

Signature of Organizer

FILING OFFICE COPY



Office of the Secretary of State

CERTIFICATE OF FILING OF

Power Brokers, LLC
801280442

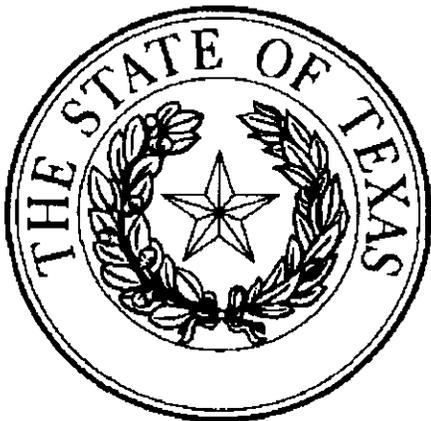
[formerly: CEPB, LLC]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 07/07/2010

Effective: 07/07/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



**Certificate
of Amendment**

Filed in the Office of the
Secretary of State of Texas
Filing #: 801280442 07/07/2010
Document #: 314626020007
Image Generated Electronically
for Web Filing

Filing Fee: See instructions

Entity Information

The filing entity is a: **Domestic Limited Liability Company (LLC)**

The name of the filing entity is: **CEPB, LLC**

The file number issued to the filing entity by the secretary of state is: **801280442**

Amendment to Name

The amendment changes the formation document of the filing entity to change the article or provision that names the entity. The article or provision is amended to read as follows:

The name of the filing entity is:

Power Brokers, LLC

A letter of consent, if applicable, is attached. **Consent to Use name..pdf**

Statement of Approval

The amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and declares under penalty of perjury that the undersigned is authorized under the Texas Business Organizations Code to execute the filing instrument.

Date: **July 7, 2010**

Stephen D. Parker, Asst. Secretary

Signature of authorized person

POWER BROKERS GP, LLC
5430 LBJ FREEWAY
SUITE 800
DALLAS, TEXAS 75240

July 7, 2010

Office of the Secretary of State of Texas

Sir or Madam:

Power Brokers GP, LLC, a Texas limited liability company, hereby consents to the use of the name Power Brokers, LLC by CFPB, LLC, a Texas limited liability company, and affiliate of Power Brokers GP, LLC.

IN WITNESS WHEREOF, this consent is executed by the undersigned officer as of July 7, 2010.

POWER BROKERS GP, LLC
a Texas limited liability company

By: Stephen D. Parker/ST
Stephen D. Parker,
Assistant Secretary