

# **ATTACHMENT A**



## OFFICE OF THE SECRETARY OF STATE

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FEBRUARY 04, 2011

JESSE WHITE • Secretary of State

0344112-1

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

RE NRGING, 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](http://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,

A handwritten signature in black ink that reads "Jesse White".

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

Form **LLC-45.5**  
June 2010Illinois Limited Liability Company Act  
**Application for Admission to  
Transact Business**

FILE #:

This space for use by Secretary of State.

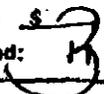
Secretary of State  
Department of Business Services  
Limited Liability Division  
501 S. Second St., Rm. 351  
Springfield, IL 62756  
217-524-8008  
www.cyberdriveillinois.com**SUBMIT IN DUPLICATE**

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: **FILED****FEB 04 2011****JESSE WHITE  
SECRETARY OF STATE**

1. Limited Liability Company Name: NRGing, LLC
2. Assumed Name: \_\_\_\_\_  
(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: Virginia
4. Date of Organization: 02/16/2010
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.)  
1775 Wiele Avenue, Suite 310  
Number Street Suite #  
Reston, VA 20190  
City, State 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, Illinois 60604  
City Zip Code
8. If applicable, Date on which Company first conducted business in Illinois: Not Applicable

(continued on back)

**LLC-45.5**

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: To provide energy brokerage and consulting services

10. The Limited Liability Company: (check one)

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

Peter Callowhill, 1414 N Meade St, Arlington, VA 22209

James Larsen, 22118 Quail Pond Place, Ashburn, VA 20148

Michael Beach, 214 Edenberry Court, Sterling, VA 20164

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

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: January 26, 2011

Month, Day, Year

Peter Callowhill  
Signature

Peter Callowhill, Manger

Name and Title (type or print)

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

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JESSE WHITE • Secretary of State

0344112-1

02/04/2011

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

RE NRGING, LLC  
ASE: NETGAIN ENERGY ADVISORS

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,

A handwritten signature in black ink that reads "Jesse White".

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: \$ 120.00

Approved: (13)

FILE # 03441121

This space for use by Secretary of State.

**FILED**

FEB 04 2011

**JESSE WHITE  
SECRETARY OF STATE**

1. Limited Liability Company Name: NRGing, LLC

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

Illinois (domestic)  Foreign (specify): Virginia

3. Date organized (if an Illinois Limited Liability Company) or date authorized to transact business in Illinois (if a foreign Limited Liability Company): 2/4/11

4. TO ADOPT: (a) The Limited Liability Company intends to adopt and transact business under the assumed name of: NetGain Energy Advisors

(b) The right to use the assumed name shall be effective from the date this application is filed by the Secretary of State until 2/1, 20 15, 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 January 26, 2011  
Peter Callowhill Signature  
Peter Callowhill, Manager  
Name and Title (type or print)

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.

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

A certificate of organization was issued by the Commission to NRGing, LLC, a limited liability company formed under the laws of VIRGINIA, effective as of February 16, 2010.

As of the date below, articles of cancellation have not been filed in this office by NRGing, LLC, a Virginia limited liability company.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:  
January 27, 2011*



*Joel H. Peck*  
\_\_\_\_\_  
*Joel H. Peck, Clerk of the Commission*