

H.P. Technologies, Inc.

### Notice of Administrative Law Judge's Ruling

Notice is hereby given that the Administrative Law Judge has completed a preliminary review of the application filed by H.P. Technologies, Inc. ("Applicant") in Docket No. 11-0456, and hereby rules that a verified response, containing the information and clarifications described below, shall be filed with the Commission.

If filed electronically via the Commission's e-docket system, this verified response shall be filed with the Chief Clerk of the Commission on or before June 24, 2011. If the filing is made by non-electronic means, then June 24, 2011 is a mailing date. Applicant shall also serve a copy of its response on the Administrative Law Judge (syoder@icc.illinois.gov). For purposes of doing so, June 24, 2011 is a receipt or "in hand" date, not later than 5:00 P.M., by electronic mail, Fax (217-524-8928) or otherwise.

### General Licensing Requirements

A review of the Application and the web site of the Illinois Secretary of State fails to show any evidence that the Applicant is registered to do business in the State of Illinois, as required by Part 454.40(c)(2) of the Commission's rules.

The Applicant is directed to provide evidence showing that it is registered with the Illinois Secretary of State and is licensed to conduct business in the State of Illinois



ILLINOIS COMMERCE COMMISSION

June 16, 2011

H.P. Technologies Inc.	:	
	:	11-0456
Application for Licensure of	:	
Agents, Brokers and Consultants	:	<b>SERVED ELECTRONICALLY</b>
under Section 16-115C of	:	
the Public Utilities Act.	:	

Dennis Giancola, President  
H.P. Technologies, Inc.  
33648 St. Francis Dr.  
Avon, OH 44011  
giancoladenny@gmail.com

NOTICE OF ADMINISTRATIVE LAW JUDGE'S RULING

Dear Sir/Madam:

Notice is hereby given of the attached Administrative Law Judge's Ruling.

Sincerely,

Elizabeth A. Rolando  
Chief Clerk

EAR:ikb  
Administrative Law Judge Yoder

cc: Phil Hardas, ALJ's Assistant, Illinois Commerce Commission, 527 E. Capitol Ave.,  
Springfield, IL 62701, phardas@icc.illinois.gov  
Yassir Rashid, ALJ's Assistant, Illinois Commerce Commission, 527 E. Capitol Ave,  
Springfield, IL 62701, yrashid@icc.illinois.gov

FORM **BCA 13.15** (rev. Dec. 2003)  
**APPLICATION FOR AUTHORITY TO  
 TRANSMIT BUSINESS IN ILLINOIS**  
 Business Corporation Act

Jesse White, Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 Telephone (217) 782-1834  
 www.cyberdriveillinois.com

Remit payment in the form of a cashier's  
 check, certified check, money order  
 or an Illinois attorney's or CPA's check  
 payable to the Secretary of State.

File # \_\_\_\_\_

**SEE NOTE 1 CONCERNING PAYMENT!**

Filing Fee \$ \_\_\_\_\_ Franchise Tax \$ \_\_\_\_\_ Penalty/Interest \$ \_\_\_\_\_ Total \$ \_\_\_\_\_ Approved: \_\_\_\_\_

\_\_\_\_\_ Submit in duplicate \_\_\_\_\_ Type or Print clearly in black ink \_\_\_\_\_ Do not write above this line \_\_\_\_\_

1. (a) CORPORATE NAME: H.P. Technologies, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation OHIO; Date of Incorporation January, 1984; Period of Duration 27 years

3. (a) Address of the principal office, wherever located: 33648 St. Francis Drive  
Avon, OH 44011

(b) Address of principal office in Illinois: (If none, so state)  
3117 Village Green Dr.  
Aurora, IL 60504

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent:	<u>Steve</u>	<u>Horvath</u>
	<i>First Name</i>	<i>Middle Initial</i>
Registered Office:	<u>3117</u>	<u>Village Green Dr.</u>
	<i>Number</i>	<i>Street</i>
	<u>Aurora</u>	<u>60567</u>
	<i>City</i>	<i>ZIP Code</i>
		<u>_____</u>
		<i>County</i>

Suite # \_\_\_\_\_ (A.P.O. Box alone is not acceptable.)

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

OH and Pennsylvania

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	<u>Dennis J. Giancola</u>	<u>33648 St. Francis Dr.</u>	<u>Avon</u>	<u>OH 44011</u>
Secretary	_____	_____	_____	_____
Director	_____	_____	_____	_____
Director	_____	_____	_____	_____
Director	_____	_____	_____	_____

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Office is being organized to conduct sales of natural gas and electricity as agent to energy suppliers licensed to conduct business in the State of Illinois. The Aurora, IL office will be our principal location for business opportunities in IL. The principal in the Aurora, IL is an independent contractor through a business agreement with H.P. Technologies, Inc.

8. Authorized and issued shares:

Class Voting	Series n/a	Par Value \$0	Number of Shares Authorized 750	Number of Shares Issued 750

(If more, attach list)

9. Paid-in Capital: \$ 500  
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:	\$ <u>20,000</u>
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:	\$ <u>0</u>
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:	\$ <u>600,000</u>
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:	\$ <u>5,000</u>

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? **NO**  
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated June 24, 2011  
(Month & Day) (Year)

H.P. Technologies, Inc.  
(Exact Name of Corporation)

(Any Authorized Officer's Signature)  
Dennis J. Giancola, President  
(Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

FORM **BCA 13.15** (rev. Dec. 2003)  
**APPLICATION FOR AUTHORITY TO  
 TRANSMIT BUSINESS IN ILLINOIS**  
 Business Corporation Act

Jesse White, Secretary of State  
 Department of Business Services  
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	<i>City</i>	<i>ZIP Code</i>
		<u>Horvath</u>
		<i>Last name</i>
		<u>_____</u>
		<i>Suite #</i> <small>(A.P.O. Box alone is not acceptable.)</small>
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OH and Pennsylvania

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Secretary	_____	_____	_____	_____
Director	_____	_____	_____	_____
Director	_____	_____	_____	_____
Director	_____	_____	_____	_____

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13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated June 24, 2011  
 (Month & Day) (Year)

H.P. Technologies, Inc.  
 (Exact Name of Corporation)

(Any Authorized Officer's Signature)  
Dennis J. Giancola, President  
 (Print Name and Title)

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FO400-0020

## ARTICLES OF INCORPORATION

H. P. TECHNOLOGIES, INC.

APPROVED

AA

2/10/84

\$75.00

KE-5 FEB 22

KV-2 FEB 88

The undersigned person desiring to form a corporation for profit under the Ohio General Corporation Law, does hereby certify that:

FIRST: The name of the corporation shall be H. P. Technologies, Inc.

SECOND: The place in Ohio where the principal office of the corporation is to be located is 368 Tapscott Lane, Brunswick, Ohio 44212, *Madison County*

THIRD: The purpose or purposes for which the corporation is formed are as follows: providing consulting services to business or industry in the fields of mineral processing or energy management and/or to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The authorized number of shares without par value of the corporation shall be Seven Hundred and Fifty (750).

FIFTH: The amount of stated capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

SIXTH: The Corporation by its directors may purchase and redeem shares of any class issued by it when authorized by the vote or consent of holders of a majority of the shares of the class, part or all of which are being so purchased and redeemed. Such purchase and redemption shall be at such price or prices and upon such terms and conditions as shall be determined by the directors and the selling shareholder or shareholders.

SEVENTH: Notwithstanding any provision in the Ohio General Corporation Law, now or hereafter in force, requiring for any purpose the vote, consent, waiver or release of the holders of a designated proportion (but less than

**FO400-0021**

all) of the shares of any particular class or of each class, the vote, consent, waiver, or release of the holders of a majority of the shares of such particular class or of each class shall be required for such purposes.

**EIGHTH:** A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or other act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which a director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or other act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed in full to the Board of Directors, and such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract or other such act shall be taken; nor shall any such director, or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract or other act of the corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director or officer is interested in such transaction, contract or other act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any transaction, contract or other act, and may vote thereat to authorize, ratify or approve any such transaction, contract or other act with like force and effect as if he or any firm of which he is a shareholder, director or officer were not interested in such transaction, contract or other act.

RUTVU UURW

NINTH: The company shall indemnify any Directors, Officers or Employees or any former Directors, Officers, or Employees of the company, or any person who is serving or has served at the request of the company as a Director or Officer of another corporation, against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement actually and necessarily incurred by him or her in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she may be made a party by reason of being or having been such Directors, Officers, or Employees, provided it is determined in the manner hereinafter set forth:

(a) That such Director, Officer, or Employee was not, and has not been adjudged to have been, guilty of fraud or misconduct in the performance of his duty to the Company in connection with the action, suit, or proceeding to which he or she is or was a Director, Officer, or Employee;

(b) That he or she acted in good faith in what he or she believed to be in the best interest of the company or such other corporation;

(c) That, in any matter the subject of a criminal action, suit, or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful; and

(d) In case of settlement, that the amount paid in the settlement was reasonable.

Such determination will be made either (1) by the Directors of the Company acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with such action, suit or proceeding is present, or (2) by independent legal counsel selected by the Company (who may be the legal counsel of the Company) in a written opinion, or (3) if there be no disinterested Directors or if a majority of the disinterested Directors, whether or not a quorum, so direct, by a vote in person or by proxy of the

**F0400-0023**

holders of the majority of the shares entitled to vote in the election of such Directors.

Expenses with respect to any pending or threatened action, suit, or proceeding, may be advanced by the Company prior to final disposition thereof, upon receipt of an undertaking by or on behalf of the recipient to repay such amounts unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The indemnity hereinafter provided for shall not be determined to be exclusive of any of the rights to which any person may be entitled under the Articles, the Regulations, any Agreement, any insurance purchased by the Company, vote of shareholders, or otherwise.

The foregoing rights shall inure to the benefit of the heirs, executors, and administrators of any such person.

The Company may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or Employee, or any person who is or was serving at the request of the Company as a Director, Officer, or Employee of another corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such whether or not the Company would have the power to indemnify him against such liability under the provisions of this Article.

If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid, the validity and the effect of the remaining parts shall not be affected.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18<sup>th</sup> day of January, 1984.

  
\_\_\_\_\_  
Roger T. Beckinbaugh, Incorporator



117400-0000

# Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of H. P. Technologies, Inc.  
(Name of Corporation)

\_\_\_\_\_ , hereby appoint Dennis Giancola  
(Name of Agent) to be statutory agent

upon whom any process, notice or demand required or permitted by statute to be served upon  
the corporation may be served.

The complete address of the agent is: 368 Topaz Lane  
(Street)

Brunswick Cuyahoga County, Ohio  
(City or Village) (Zip Code)

Date: January 18, 1984

(Incorporator)  
Roger T. Peckinpaugh

\_\_\_\_\_  
(Incorporator)

\_\_\_\_\_  
(Incorporator)

\_\_\_\_\_  
(Incorporator)

## Instructions

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent, R.C. 1701.04(C), 1702.04(C).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.06(C).
- 4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(E).