OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 24, 2012 0393415-2

INCORP SERVICES, INC.
901 S 2ND STREET, SUITE 201
SPRINGFIELD, IL 62704-0000

RE ENERGY AUCTION EXCHANGE, 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

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

03934152

Form **LLC-45.5**
June 2010

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

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: B

FILE #:

This space for use by Secretary of State.

FILED
MAY 24 2012
JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Energy Auction Exchange, 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: Utah

4. Date of Organization: 04/10/2012

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.)

3557 W 9800 S STE 250
Number Street Suite #

South Jordan, UT 84095
City,State ZIP Code

7. Registered Agent: InCorp Services, Inc.
First Name Middle Name Last Name

Registered Office: 901 S 2nd St. STE 201
(P.O. Box alone or c/o is unacceptable.)
Number Street Suite #

Springfield Illinois 62704
City Zip Code

8. If applicable, Date on which Company first conducted business in Illinois: 6/1/2012

(continued on back)

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LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: Company is organized to provide energy procurement services for electricity

10. The Limited Liability Company: (check one)

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

Kelly Curtis

11232 Frandsen Cir. South Jordan, UT 84095

Gunther Fischli

9591 High Meadow Dr. South Jordan, UT 84095

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: 05/11/2012
Month, Day, Year

Signature

Kelly Curtis, Manager
Name and Title (type or print)

Energy Auction Exchange, LLC, manager
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.

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Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: http://www.commerce.utah.gov

05/15/2012
8290248-016005152012-2037597

CERTIFICATE OF EXISTENCE

Registration Number:	8290248-0160
Business Name:	ENERGY AUCTION EXCHANGE, LLC
Registered Date:	April 10, 2012
Entity Type:	LLC - Domestic
Current Status:	Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.

Kathy Berg
Director
Division of Corporations and Commercial Code

TRAVELERS

BOND
(License or Permit - Continuous)

Bond No. 105791788

KNOW ALL MEN BY THESE PRESENTS:

THAT WE ENERGY AUCTION EXCHANGE, LLC as Principal, and Travelers Casualty and Surety Company of America, a corporation duly incorporated under the laws of the State of Connecticut and authorized to do business in the State of ILLINOIS, as Surety, are held and firmly bound unto STATE OF ILLINOIS, COMMERCE COMMISSION, as Obligee, in the penal sum of Five Thousand ($5,000.00) Dollars, for the payment of which we hereby bind ourselves, our heirs, executors and administrators, jointly and severally, firmly by these presents.

WHEREAS, the Principal has obtained or is about to obtain a license or permit for Broker of Electricity License or Permit Bond.

NOW, THEREFORE, THE CONDITIONS OF THIS OBLIGATION ARE SUCH, that if the Principal shall faithfully comply with all applicable laws, statutes, ordinances, rules or regulations, pertaining to the license or permit issued, then this obligation shall be null and void; otherwise to remain in full force and effect.

This bond shall become effective on May 30, 2012.

PROVIDED, that regardless of the number of years this bond is in force, the Surety shall not be liable hereunder for a larger amount, in the aggregate, than the penal sum listed above.

PROVIDED FURTHER, that the Surety may terminate its liability hereunder as to future acts of the Principal at any time by giving thirty (30) days written notice of such termination to the Obligee.

SIGNED, SEALED AND DATED this May 30, 2012.

ENERGY AUCTION EXCHANGE, LLC

By: _____ Principal

Travelers Casualty and Surety Company of America

By: _____ Attorney-in-fact

Mary Athanites

S-2151A (6/10)

TRAVELERS

POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 224000

Certificate No. 004520445

KNOW ALL MEN BY THESE PRESENTS: That St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Richard C. Schultz, Lisa D. Selby, Mary Athanites, Mary E. Davis, Kristen C. Fox, Chris E. Case, Joanne Barney, Arin Kamoltrakul, Sheri L. Urdiales, Colleen N. Hopwood, Michael P. Pitz, Marva L. Jackson, Ronald L. Bauer, Ann Coriano, Kevin L. Baird, Peter Romanovsky, Mary Bescher, Melissa S. Engbarth, Kelly Hayes, Jared R. Scharton, Stephanie L. Snook, Timothy J. Wilson, Christian Germani, Sara Rogers, Chad E. Goare, Ben Grosser, and Erin Singmaster

of the City of Greenwood Village, State of Colorado, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 9th day of September, 2011.

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

State of Connecticut
City of Hartford ss.

By: George W. Thompson, Senior Vice President

On this the 9th day of September, 2011, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
My Commission expires the 30th day of June, 2016.

Marie C. Tetreault, Notary Public

58440-6-11Printed in U.S.A.

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

FURTHER RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

FURTHER RESOLVED, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

FURTHER RESOLVED, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kevin E. Hughes, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 30th day of May, 20 12.

Kevin E. Hughes, Assistant Secretary

To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at www.travelersbond.com. Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.

MANAGERIAL LICENSING QUALIFICATIONS [Section 454.60]

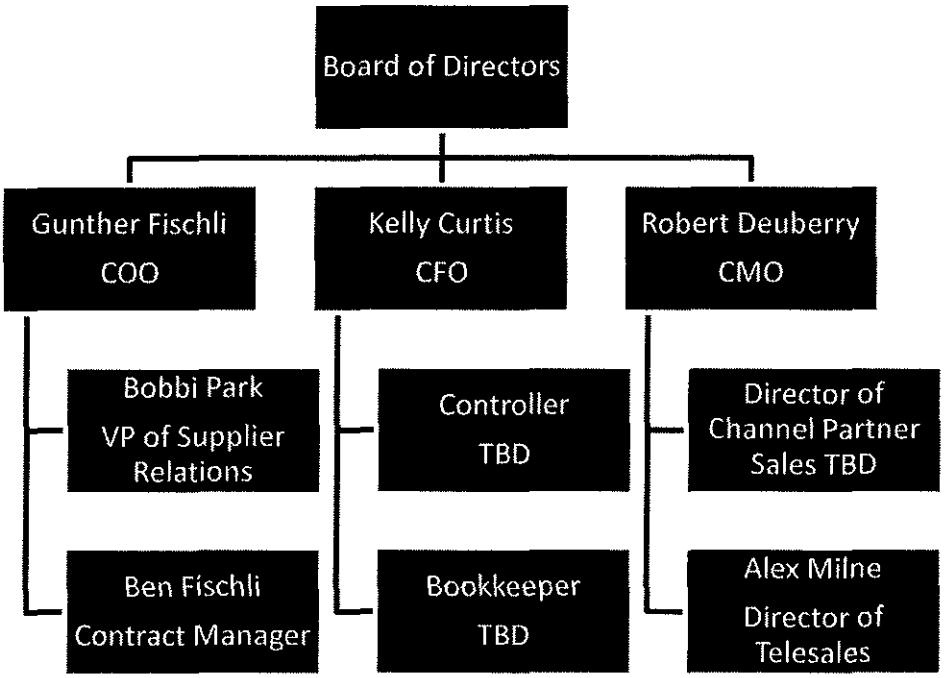
Kelly Curtis

Mr. Curtis is the current CEO of Discovery Energy, and both Mr. Curtis and Mr. Fischli are the founders and executive of EA Exchange. Mr. Curtis graduated from the Marriott School of Business at Brigham Young University with a bachelor's degree in Finance, and began his career in the mortgage banking industry shortly thereafter. Mr. Curtis and Mr. Fischli started Construction Capital Source in 2003, a wholesale construction lender and servicer, and grew the company to over $100 Million construction loan portfolio, hundreds of millions of dollars in loan originations, and offices in four intermountain states. During this time, Mr. Curtis was integral in developing product pricing models, compliance systems and procedures including federal and state licensing requirements, and in expanding company operations across state lines. Mr. Curtis has significant experience in operations management, process and risk evaluation, and in helping startup organizations succeed. In 2009, Mr. Curtis and Mr. Fischli acquired Discovery Energy, an established utility bill auditing firm with a 9 year history and a 3 state footprint. Mr. Curtis headed the efforts of changing Discovery's sales model from outside to inside, and that change resulted in tripling the company's valuation by 2012. Currently Discovery Energy has a national footprint with several national brand name companies as clients. Mr. Curtis was also integral in developing the UtilityPro Training Program, which is a training platform that is designed to train a group with the auditing knowledge, systems, processes, and technology necessary in running a utility bill auditing firm. Currently Discovery has 6 companies that have completed the training, and are performing utility bill audits under the Discovery platform all across the country.

Gunther Fischli

Mr. Fischli is the current CFO of Discovery Energy, and is a founder and executive of EA Exchange. Mr. Fischli graduated from the University of Utah with a bachelor's degree in Finance, and a master's in business administration. Mr. Fischli was the CEO of Construction Capital Source, which he grew to over $100 Million construction loan portfolio, hundreds of millions of dollars in loan originations, and offices in four intermountain states. He was the architect of ConstructionLynx, a proprietary construction lending and servicing software program that streamlined the loan processing, loan servicing, and loan audit and control functions. He has significant experience in the areas of mortgage origination, compliance, secondary marketing, and real estate loan risk management. In 2009, Mr. Fischli and Mr. Curtis acquired Discovery Energy, an established utility bill auditing firm with a 9 year history and a 3 state footprint. Mr. Fischli developed automated systems through different technology platforms that he customized to fit Discovery's auditing scope. The systems that Mr. Fischli created were integral in handling Discovery's national growth from 2009 – 2012, and will be replicated in EA Exchange. Mr. Fischli's systems and processes are also key to the UtilityPro Training Program, and are used in the auditing done by the companies who have completed the training.

Corporate Organizational Chart



TECHNICAL LICENSING QUALIFICATIONS [Section 454.70]

For Energy Auction Exchange technical qualifications, systems and procedures are of paramount importance since we will be dealing with contracts and the ability to aggregate large number of customers. Coming from both a banking/finance background (which required top notch compliance procedures and technology) and principals of a energy bill auditing firm (Discovery Energy) that has conducted over 10,000 audits; Mr. Fischli and Mr. Curtis have the experience and staffing to make the operation processes air tight.

Energy Auction Exchange will have two platforms for use in the energy procurement side. The platforms will manage the entire process of energy procurement from sales through operations and contract management. We are positive that very few energy procurement brokers have the level of systems, processes, and organization that Energy AEX will have. The culture of utility bill auditing is one of accuracy, transparency, and advocating the client's best interests. Energy Auction Exchange will run the energy procurement side in that culture, with the same objectives as Discovery Energy.

+ Discovery has a centralized processing office for all contracts. Energy Auction Exchange will utilize the same processes with its contract management, in addition to tracking the contract implementation process, credit process, and monitoring the ongoing contract terms.

+ Discovery utilizes two software platforms to manage its processes:

States-Info Database – this database stores information that differs from state to state, and from supplier to supplier, such as documentation requirements, regulation, and specific processes that can differ from area to area.

Solve360 – this software is a collaboration platform that Discovery has customized to fit the audit process for energy. This allows for a central place for all the documentation, communication, tasks, and business objectives to be tracked and stored in one central place. This allows all personnel to collaborate and track the same client, and receive updates on important data in real time. It also helps management track any work performed on the client's behalf.

Key Personal Resume

Kelly Curtis

Director
Discovery Energy Utility Audits
Privately Held; 11-50 employees; Accounting industry
October 2009 – Present (2 years 7 months)
Discovery Energy is a utility auditing firm. We audit billing practices, consumption rates, classification schedules, and all charges from utility providers to recover overcharges and reduce ongoing utility expenses. Most services are provided on a contingency basis, charging only a percentage of funds recovered or savings recognized.

Interpreter – Slovak
LDS Church
Nonprofit; 5001-10,000 employees; Religious Institutions industry

October 2004 – Present (7 years 7 months)
Coordinate the interpretation services for church assignments into the Slovak language

President & CFO
Construction Capital Source
Privately Held; 1-10 employees; Financial Services industry
August 2003 – Present (8 years 9 months)
Construction Capital Source is a construction lender serving the Utah and Idaho residential construction markets. We lend on new build, rehab/additions, half-built projects, and owner/builder projects. Disbursements are done locally, and CCS has an excellent reputation for construction loan servicing work.

Owner/CFO
Sun Peak Financial
June 2001 – December 2003 (2 years 7 months)
Retail mortgage company with focus on construction lending

Gunther Fischli

Director
Discovery Energy Utility Audits
Privately Held; 11-50 employees; Accounting industry
2009 – Present (3 years)
Discovery Energy Utility Audits is a utility auditing firm. We audit billing practices, consumption rates, classification schedules, and all charges from utility providers to recover overcharges and reduce ongoing utility expenses. Most services are provided on a contingency basis, charging only a percentage of funds recovered or savings recognized.
www.deaudits.com

Chief Executive Officer
Construction Capital Source
Privately Held; 1-10 employees; Financial Services industry
2003 – Present (9 years)
• Founded a Construction Loan Management Company with footprint in Utah, Idaho, Colorado and Arizona. Developed the strategic plan that positioned the company as the largest non-bank construction lender in the Intermountain West, with annual revenues of over $2 Million and a servicing portfolio of over $100 Million.
• Managed all marketing functions, including advertisement, branding and sales presentations in mortgage trade associations. Worked closely with account reps to maximize new relationship/repeat business ratios, set production goals and create unique marketing strategies tailored to the needs of each specific market.
• Performed employee recruiting functions in association with the opening of the Boise, Denver and Phoenix offices. Also performed periodic HR skill based analysis companywide in order to maximize productivity and employee contribution.
• Implemented strategic maps that incorporated current efforts into long term goals. As result of such efforts CCS maintained a good balance of innovation in product development and portfolio risk, while respecting the brand placement as a high performance specialty lender.
• Architect of the ConstructionLynx™ software platform, a proprietary application that integrates all areas of construction lending. By providing instant feedback on Marketing, Underwriting, Servicing and Quality Control, the platform brings a level of controlled scalability unseen in the industry.
• Managed the growth of the Information Systems department from basic support to 4 employees at the start of the company to a robust and redundant system that integrated all locations in a virtual network that included paperless document tracking, digital phone systems and real time data sharing between all departments.

Founder and Director
Amplus Bank
2007 – 2009 (2 years)
• Recruited and hired management team with substantial banking experience in order to obtain approval to start operations of the bank.
• Assembled a board of directors with representatives from significant industries in the community.
• Raised seed money capital required to procure the approval of Amplus Bank.
• Worked with the proposed bank's management team to develop a business plan for the operations of the bank.

Chief Operations Officer
Thermal Technologies
2007 – 2007 (less than a year)
As a company shareholder at the time, I was part of the team that managed the transition of this company from a very small local operation with product prototypes to becoming a national distribution company.
My responsibilities included:
- Marketing functions that included the creation of the "corporate image" which included renaming the company, creating logos and the uniform visual art common to the website, sales literature and training materials. I also designed the storyboards used to create the animations that explain the product on the website.
- Financial functions that included creation of pricing models, accounting practices and inventory management.
www.tpanels.com

Chief Executive Officer
Sun Peak Financial
2001 – 2003 (2 years)
• Co-founded Mortgage Company with niche in lending to custom home builders and owner-occupied construction loan borrowers.
• Established relationships with home builders based on a reputation of efficiency and results, which resulted in sustained growth in loan production.
• Developed marketing strategies responsible for new client acquisition. Created targeted marketing efforts directed specially to borrowers in the process of building their custom home, which led to the establishment of a brand and reputation for quality in construction lending in the market.
• Managed construction loan maturity timelines with builders to ensure that once the homes under construction were finished, the rollover into long term was seamless.
• Supervised quality control of the processing department in order to ensure compliance to company policy and positive customer experience.