

Attachment for Section 451.20(d)(1)

Admission to Transact Business in the State of Illinois



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 24, 2011

6776-369-6

C T CORPORATION SYSTEM
600 S SECOND ST
SPRINGFIELD, IL 62704

RE GREEN MOUNTAIN ENERGY COMPANY

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FILED

MAR 24 2011

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

JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62758
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 #

6776.3696

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150- Franchise Tax \$ 1902.²⁵ Penalty/Interest \$ - Total \$ 2052.²⁵ Approved: ngp
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: Green Mountain Energy Company

(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 Delaware; Date of Incorporation 03-03-1999; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 300 West Sixth Street
Ninth Floor
Austin, Texas 78701
(b) Address of principal office in Illinois: None.
(if none, so state)

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

Registered Agent: CT Corporation System
Registered Office: 208 S LaSalle Street Suite 814
Chicago, IL 60604 Cook County
City Street ZIP Code Suite # (A.P.O. Box alone is not acceptable.)
Number Street Suite #
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware (3/3/99), Texas (7/18/00), New York (8/22/02), Oregon (12/17/01), Pennsylvania (5/13/99), New Jersey (4/28/99)

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	SEE ATTACHED			
Secretary				
Director				
Director				
Director				

C-171.15

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)

Licensed retail electric power supplier. Provider of environmentally preferable electricity products. Provider of products and services related to electricity, renewable energy and sustainability initiatives, including without limitation energy consulting and renewable generation.

8. Authorized and issued shares:

Class	Series	Par Value \$0.001	Number of Shares Authorized 15,000,000	Number of Shares Issued 100
Common Stock				
(If more, attach list)				

9. Paid-in Capital: \$ 432,000,000.00
 ("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: \$ 11,300,000
 (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: \$ 0
 (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 670,000,000
 (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: \$ 2,000,000

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:
N/A

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 MARCH 18th, 2011
 (Month & Day) (Year)

 (Any Authorized Officer's Signature)
Christopher Sotos- Vice President, Treasury
 (Print Name and Title)

Green Mountain Energy Company
 (Exact Name of Corporation)

* 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.

Entity Name: Green Mountain Energy Company

Ragan, John	Director	Director	1201 Fannin Street Houston, TX 77002
Brauner, Helen A.	Vice President, Strategic Planning	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Burden, William M.	Chief Risk Officer & Chief Environmental Officer	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Current, Michael	Chief Financial Officer & Treasurer	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Hart, Scott B.	President, Commercial Services	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Keane, Dan	Vice President, Tax	Officer	211 Carnegie Center Princeton, NJ 08540
Lamping, Mark A.	Vice President, Sales	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Markovich, Paul N.	Senior Vice President, Residential Sales	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Prater, Ronald E.	Senior Vice President, Supply	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Sotos, Christopher	Vice President, Treasury	Officer	211 Carnegie Center Princeton, NJ 08540
Thomas, Paul D.	Chief Executive Officer & President	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Thomas, Robert P.	Chief Legal Officer & Secretary	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701
Trupo, Craig M.	Vice President, Finance & Accounting	Officer	300 W. 6th Street, Suite 900 Austin, TX 78701