

EXHIBIT 1



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 24, 2014

0480577-1

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE SPARK ENERGY GAS, 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,

A handwritten signature in cursive script that reads "Jesse White".

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

Form **LLC-45.5**
May 2012

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: 

FILE # 0480-572-1

This space for use by Secretary of State.

FILED

JUL 24 2014

**JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company Name: Spark Energy Gas, 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: Texas

4. Date of Organization: 5/21/2014

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 Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
2105 CityWest Blvd., Suite 100
Number Street Suite #
Houston, Texas 77042
City State ZIP Code

7. Registered Agent: Illinois Corporation Service Company
First Name Middle Name Last Name
Registered Office: 801 Adlai Stevenson Drive
Number Street Suite #
(P.O. Box alone or c/o is unacceptable.) Springfield 62703-4261
City State ZIP Code

8. If applicable, Date on which Company first conducted business in Illinois: _____

(continued on back)

LLC-45.5

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

Utilities - Natural Gas

10. The Limited Liability Company: (check one)

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

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

Spark HoldCo, LLC 2105 CityWest Blvd., Suite 100, Houston, TX 77042

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 country 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: July 23, 2014

Month, Day, Year

X 

Signature

Gil Meiman, Vice President & General Counsel

Name and Title (type or print)

of Spark HoldCo, 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.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

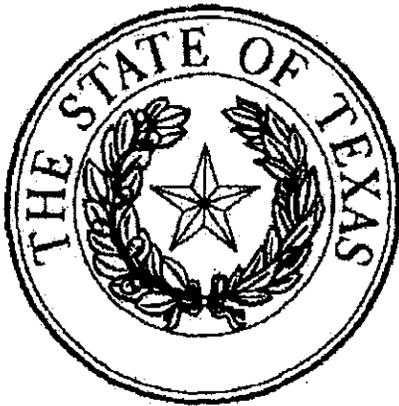
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for SPARK ENERGY GAS, LLC (file number 801995548), a Domestic Limited Liability Company (LLC), was filed in this office on May 21, 2014.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 16, 2014.



NANDITA BERRY

Nandita Berry
Secretary of State