



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 21, 2016

6228-634-2

RE CONSTELLATION ENERGY GAS CHOICE, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE WITHDRAWAL FOR THE ABOVE NAMED CORPORATION.

THE REQUIRED FILING FEE HAS BEEN RECEIVED AND PLACED TO THE CREDIT OF THE CORPORATION.

SINCERELY,

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

FORM **BCA 13.45** (rev. Dec. 2003)  
APPLICATION FOR WITHDRAWAL  
AND FINAL REPORT  
Business Corporation Act

**FILED**

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62768  
217-782-6961  
www.cyberdriveillinois.com

JAN 21 2016

JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

File # 0228 6342 Filing Fee: \$25 Approved: [Signature]

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

1. Corporate Name: Constellation Energy Gas Choice, Inc.
2. State or Country of Incorporation: Delaware
3. Post Office Address to which the Secretary of State may mail a copy of any process served upon it against the corporation:  
10 South Dearborn Street, 49th Floor  
Chicago, IL 60603
4. No portion of the Corporation's issued shares at this time is represented by business transacted or property located in Illinois.
5. The Corporation surrenders its authority to transact business in Illinois.
6. The Corporation revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this Corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

(COMPLETE ONLY WHEN APPLICABLE)

7. a. List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares), and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares. (See Note 1 on reverse.)

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$ _____
				\$ _____
			TOTAL	\$ _____

(COMPLETE BOTH SIDES OF DOCUMENT)

b. List all cancellations of shares not previously reported to the Secretary of State and give the cost.

<u>Date of Cancellation</u>	<u>Class</u>	<u>Number of Shares Cancelled</u>	<u>Cost</u>
			\$ _____
			\$ _____
		TOTAL	\$ _____

8. Issued shares at date of execution:

<u>Class</u>	<u>Series</u>	<u>Per Value</u>	<u>Number of Shares</u>
Common		.01000	3,502,822.000
Preferred		.01000	1,451,310.000

9. Paid-In capital at date of execution: \$44,229,752.00

Paid-In Capital \$ 44,229,752.00

("Paid-In Capital" replaces the terms "Stated Capital" and "Paid-In Surplus" and is equal to the total of these accounts.)

10. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated December 31, 2015 Constellation Energy Gas Choice, Inc.  
Month / Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Scott N. Peters, Assistant Secretary  
 Name and Title (type or print)

NOTE

1. In the event of an increase in paid-in capital, all applicable franchise taxes, penalties and interest must be paid before this document can be accepted for filing.



OFFICE OF THE SECRETARY OF STATE

JANUARY 21, 2016

JESSE WHITE • Secretary of State

0552629-9

CORPORATE CREATIONS NETWORK  
350 S NORTHWEST HIGHWAY, #300  
PARK RIDGE, IL 60068-0000

RE CONSTELLATION ENERGY GAS CHOICE, 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 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 62758  
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

**[REDACTED]**  
Type or Print Clearly.

This space for use by Secretary of State.  
Filing Fee: \$500  
Penalty: \$  
Approved: JB

FILE #  
This space for use by Secretary of State.

**FILED**  
JAN 21 2016  
JESSE WHITE  
SECRETARY OF STATE

1. Limited Liability Company Name: Constellation Energy Gas Choice, 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: Delaware
  4. Date of Organization: 4/13/09
  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.)  
10 South Dearborn Street, 49th Floor  
Number Street Suite #  
Chicago, IL 60603  
City State ZIP Code
  7. Registered Agent: Corporate Creations Network Inc,  
First Name Middle Name Last Name  
Registered Office: 350 South Northwest Highway #300  
Number Street Suite #  
(P.O. Box alone or c/o is unacceptable.) Park Ridge IL 60068  
City Zip Code
- Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.
8. If applicable, Date on which Company first conducted business in Illinois: \_\_\_\_\_

(continued on back)

LLC-45.6

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: Retail marketer of electric power

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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.)

Constellation Energy Resources, LLC, 100 Constellation Way, Suite 500C, Baltimore, MD 21202

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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 1-60 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: 11/24/2015  
Month, Day, Year

Scott N. Peters  
Signature

Scott N. Peters, Assistant Secretary  
Name and Title (type or print)

Constellation Energy Resources, 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.

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONSTELLATION ENERGY GAS CHOICE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONSTELLATION ENERGY GAS CHOICE, LLC" WAS FORMED ON THE THIRTEENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3028709 8300

SR# 20160060458

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201621121

Date: 01-06-16

**R I D E R**

To be attached to and form part of:

Bond Number K08276961  
dated 10/4/2010  
  
issued by the WESTCHESTER FIRE INSURANCE COMPANY  
in the amount of \$ 150,000.00  
  
on behalf of MXENERGY INC.  
(Principal)  
  
and in favor of THE PEOPLE OF THE STATE OF ILLINOIS  
(Obligee)

Now therefore, it is agreed that in consideration of the premium charged, the attached bond shall be amended as follows:

**The principal name shall be amended:**

**FROM: Constellation Energy Gas Choice, Inc.**

**TO: Constellation Energy Gas Choice, LLC**

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.

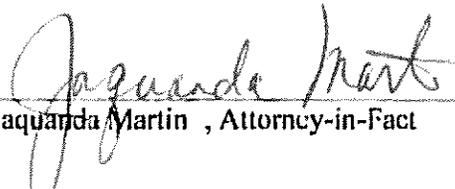
This Rider is to be Effective this 31st day of December, 2015.

Signed, Sealed & Dated this 4th day of January, 2016.

CONSTELLATION ENERGY GAS CHOICE, LLC  
(Principal)

By: \_\_\_\_\_

WESTCHESTER FIRE INSURANCE COMPANY  
(Surety)

By:  \_\_\_\_\_  
Jaquanda Martin, Attorney-in-Fact

# Power of Attorney

## WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the Commonwealth of Pennsylvania pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

"RESOLVED, that the following authorization relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into in the ordinary course of business (each a "Written Commitment")

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specifications may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specifications may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitments or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

Does hereby nominate, constitute and appoint Annette Leuschner, Douglas R Wheeler, Elizabeth Marrero, Jaquanda Martin, Marina Tapia, Maureen McNeill, Patricia A. Rambo, Sara Owens, Wayne McVaugh, all of the City of PHILADELPHIA, Pennsylvania, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Twenty million dollars & zero cents (\$20,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 15 day of June 2015.

WESTCHESTER FIRE INSURANCE COMPANY



*Stephen M. Haney*  
Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA ss.

On this 15 day of June, AD. 2015 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



*Karen E. Brant*  
Notary Public

I, the undersigned Assistant Secretary of the WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 4th day of January, 2016



*William L. Kelly*  
William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER June 15, 2017.

