

FD900000 1935

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

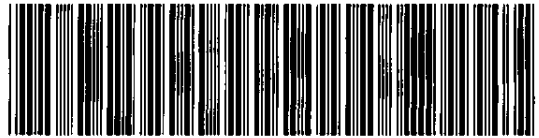
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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05/12/09--01025--013 **105.00

APPROVED
AND
FILED

09 MAY 12 PM 3:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15/13

May 8, 2009

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: P2ES Holdings, Inc.
Application by Foreign Corporation for Authorization to Transact Business in Florida

P2 Energy Solutions, Inc. – Document Number F08000005228
Application by Foreign Corporation for Withdrawal of Authority to Transact Business of
Conduct Affairs in Florida

To Whom It May Concern:

Enclosed for filing in the order referenced below are:

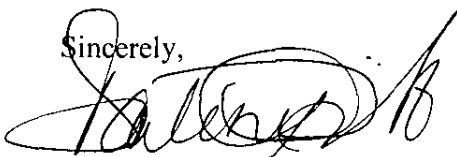
1. Two originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of P2ES Holdings, Inc. (the "Application"), including a Certificate of Good Standing from the State of Delaware.
2. Two originals of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business of Conduct Affairs in Florida on behalf of P2 Energy Solutions, Inc. (the "Withdrawal").

Also enclosed is a check made payable to the Florida Department of State in the total amount of \$105.00 for fees associated with the filing of the Application and the filing of the Withdrawal.

Upon filing, please date-stamp and return one original of the Application and Withdrawal my attention. For your convenience, a self-addressed return envelope is enclosed.

If you have any questions I may be reached at (303) 390-9434. Thank you for your assistance with this matter.

Sincerely,



Darlene A. Trujillo
Corporate Paralegal
dtrujillo@p2es.com

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: P2ES Holdings, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Darlene Trujillo

(Name of Person)

P2ES Holdings, Inc.

(Firm/Company)

216 - 16th Street, Suite 1700

(Address)

Denver

CO

80202

(City/State and Zip code)

For further information concerning this matter, please call:

Darlene Trujillo

(Name of Person)

at (303) 390-9434

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. P2ES Holdings, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 76-0413395

(FEI number, if applicable)

4. 1/20/2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 216 - 16th Street, Suite 1700, Denver, CO 80202

(Principal office address)

216 - 16th Street, Suite 1700, Denver, CO 80202

(Current mailing address)

8. Sales and marketing of oil and gas software.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Hiedi M. Liesch

(Registered agent's signature)

Hiedi Liesch
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAY 12 PM 3:29

APPROVED
AND
FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached Exhibit A for list of Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached Exhibit A for list of Officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Audrey H. Rogers, Secretary

(Typed or printed name and capacity of person signing application)

P2ES Holdings, Inc.
List of Officers and Directors

Name	Position(s) Held	Address
Bret R. Bolin	Chief Executive Officer Director	216 – 16 th Street, Suite 1700 Denver, CO 80202
Christopher R. Kelly	Vice President	216 – 16 th Street, Suite 1700 Denver, CO 80202
Audrey H. Rogers	Secretary	216 – 16 th Street, Suite 1700 Denver, CO 80202
James Ford	Director	150 California Street, 19 th Floor San Francisco, CA 94111
Martin Taylor	Director	150 California Street, 19 th Floor San Francisco, CA 94111
Robert Smith	Director	150 California Street, 19 th Floor San Francisco, CA 94111

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "P2ES HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2009.

3915398 8300

090334041

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7283502

DATE: 05-05-09