

Document Number Only

F98000000291

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002399604--0

01/14/98 01047-006

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Southern Union Company

wa8-947

Profit

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

Reinstatement

Certified Copy

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Mail Out

Amendment

Dissolution/Withdrawal

Annual Report

Reservation

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TALLAHASSEE, FL

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Name
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Document Examiner
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W.P. Verifier

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DIVISION OF CORPORATION

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Thank you  
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CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 14, 1998

CT CORPORATION SYSTEM

SUBJECT: SOUTHERN UNION COMPANY  
Ref. Number: W98000000947

We have received your document for SOUTHERN UNION COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 398A00002143



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**RESOLUTION OF BOARD OF DIRECTORS**

I, the undersigned PETER H. KELLEY, do hereby certify  
that this Resolution of the Board of Directors of Southern Union Company  
\_\_\_\_\_  
a corporation duly organized and existing under the laws of the State of Delaware  
was duly adopted on January 15, 19 98.

Resolved, that Southern Union Company  
and existing in the State of Delaware, hereby adopts the  
name Atlantic Utilities Company  
for use in Florida.

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TALLAHASSEE, FLORIDA  
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Dated: January 15, 1998

Peter H. Kelley  
Signature of at least one director  
Peter H. Kelley

INHS19(3/95)

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

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

1. Southern Union Company  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or  
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person  
or partnership if not so contained in the name at present.)

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

3. 75-0571592  
(FEI number, if applicable)

4. 12/13/32  
(Date of incorporation)

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

6. 1/9/98  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 504 Lavaca Street, Suite 800  
Austin, Texas 78701  
(Current mailing address)

8. Buying, selling, brokering, and transporting natural gas and to engage in any  
lawful act or activity for which corporations may be organized.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of  
Florida)

9. Name and street address of Florida registered agent:

Name: CT CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.*

  
C T CORPORATION SYSTEM  
(Registered agent's signature) (Officer)

E.A. Wallace, Assistant Secy  
(Type Name and Title of Officer)

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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.

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

A. DIRECTORS - see attached

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS - see attached

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA  
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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Peter H. Kelley  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter H. Kelley, President and Chief Operating Officer  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA  
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**SOUTHERN UNION COMPANY**

**OFFICE(S)**

**NAME**

Chairman of the Board and Chief Executive Officer	George L. Lindemann
Vice Chairman of the Board and Assistant Secretary	John E. Brennan
President and Chief Operating Officer	Peter H. Kelley
Executive Vice President and Chief Financial Officer	Ronald J. Endres
Senior Vice President - Corporate Controller	David J. Kvapil
Senior Vice President - Human Resources	Nancy M. Capezzuti
Senior Vice President - Legal and Secretary	Dennis K. Morgan
Senior Vice President - Propane Operations/Sales	Donald A. Scovil
Vice President - Audit	Willie C. Johnson
Vice President - Controller - Gas Operations	Stuart K. Harbour
Vice President - Customer Service	Karen M. Czaplewski
Vice President - Engineering	Patrick A. Seamands
Vice President - Gas Supply	Michael T. Langston
Vice President - Information Technology	Richard A. Gemereth
Vice President - Pricing and Economic Analysis	F. Jay Cummings
Treasurer and Director of Investor Relations	George E. Yankowski
Assistant Treasurer	Cheryl F. Yager
Assistant Secretary	Joan K. Sherbenou
Assistant Secretary	Mary Jo Casey
Assistant Secretary	Susan M. Westbrook
Assistant Secretary	André C. Bouchard

Address:

504 Lavaca, Suite 800  
Austin, Texas 78701

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TALAMAS  
ASST. DIR.

**SOUTHERN UNION COMPANY**

**BOARD OF DIRECTORS**

Frank W. Denius, Chairman Emeritus

George L. Lindemann, Chairman

John E. Brennan, Vice Chairman

Aaron I. Fleischman

Kurt A. Gitter, M.D.

Peter H. Kelley

Adam M. Lindemann

Roger J. Pearson

George Rountree, III

Dan K. Wassong

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Address:

504 Lavaca, Suite 800  
Austin, Texas 78701



State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN UNION COMPANY" 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 THIRTEENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

SECRETARY OF STATE  
DELAWARE  
JAN 16 PM 4:19  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8863683

DATE:

01-13-98