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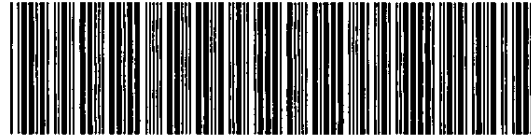
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TALLAHASSEE FLORIDA

JUL 12 2017
J. HARRIS

80515 LHM

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Headington Energy Partners, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Sally Slagle
Name of Person

Headington Companies, LLC
Firm/Company

2711 N. Haskell Avenue, Suite 2800
Address

Dallas, TX 75204
City/State and Zip Code

sallys@headington.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sally Slagle at (214) 696-7770
Name of Contact Person Area Code Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 21, 2017

SALLY SLAGLE
2711 N HASKELL AVENUE, SUITE 2800
DALLAS, TX 75204

SUBJECT: HEADINGTON ENERGY PARTNERS, LLC
Ref. Number: W17000051508

We have received your document for HEADINGTON ENERGY PARTNERS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6051.

Jenna D Harris
Regulatory Specialist II

Letter Number: 217A00012610

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Headington Energy Partners, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 46-53011006
(FEI number, if applicable)

4. May 1, 2017
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1700 Redbud Blvd.
McKinney, TX 75069
(Street Address of Principal Office)

6. 1700 Redbud Blvd.
McKinney, TX 75069
(Mailing Address)

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

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

By: Jane Zachritz
C T Corporation System
(Registered agent's signature)

Jane Zachritz
Asst. Secretary

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Pat L. Smith, 1700 Redbud Blvd., McKinney, TX 75069
Co-CEO

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Pat L. Smith
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

Pat L. Smith
Typed or printed name of signer

RECEIVED

2017 JUL 10 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2017 JUL 10 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JH

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



Rolando B. Pablos
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 Formation for Headington Energy Partners, LLC (file number 801965296), a Domestic Limited Liability Company (LLC), was filed in this office on April 03, 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 June 08, 2017.



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State