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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

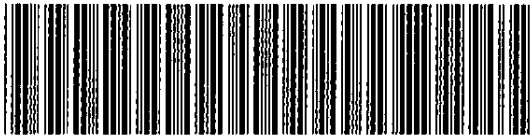
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2009 AUG - 7 P 12: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AUG 10 2009
D. A. WHITE

FILED

2009 AUG -7 P 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sheehan Holding Company II
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:

Alicia J. Edwards

Name of Person

Doerner, Saunders, Daniel & Anderson, L.L.P.

Firm/Company

320 South Boston Avenue, Suite 500

Address

Tulsa, OK 74103-3725

City/State and Zip code

aedwards@dnda.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alicia J. Edwards at (918) 591-5235
Name of Person 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

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2009 AUG -7 P 12:09

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Sheehan Holding Company II

(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. 27-0392686

(FEI number, if applicable)

4. 05/21/2009

(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. c/o GFI Energy Ventures LLC, 11611 San Vicente Blvd., Ste. 710, Los Angeles, CA 90049

(Principal office address)

c/o GFI Energy Ventures LLC, 11611 San Vicente Blvd., Ste. 710, Los Angeles, CA 90049

(Current mailing address)

8. Pipeline construction & related services

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(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.

SKE ENCLOSED

(Registered agent's signature)

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.

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

2009 AUG -7 P 12: 09

A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ian Schapiro

Address: c/o GFI Energy Ventures LLC, 11611 San Vicente Blvd., Ste. 710, Los Angeles, CA 90049

Director: Matthew Cornue

Address: c/o GFI Energy Ventures LLC, 11611 San Vicente Blvd., Ste. 710, Los Angeles, CA 90049

B. OFFICERS

President: Ian Schapiro

Address: c/o GFI Energy Ventures LLC, 11611 San Vicente Blvd., Ste. 710, Los Angeles, CA 90049

Vice President: _____

Address: _____

Secretary: Matthew Cornue

Address: c/o GFI Energy Ventures LLC, 11611 San Vicente Blvd., Ste. 710, Los Angeles, CA 90049

Treasurer: Matthew Cornue

Address: c/o GFI Energy Ventures LLC, 11611 San Vicente Blvd., Ste. 710, Los Angeles, CA 90049

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. Matthew Cornue, Secretary & Treasurer

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

ACCEPTANCE OF APPOINTMENT

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2009 AUG -7 P 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

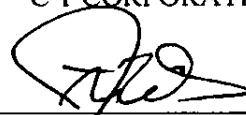
RE: Sheehan Holding Company II

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: July 2, 2009

CT CORPORATION SYSTEM

By



Jonathan L. Miles,
Assistant Secretary

Delaware

The First State

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PAGE 2009 AUG -7 P 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHEEHAN HOLDING COMPANY II" 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 SECOND DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4681297 8300

090672620

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7400061

DATE: 07-02-09