

**A2000003237**

Florida Department of State

Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-0821  
Fax Number : (850) 558-1515

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION  
ENERGY TRANSFER EMPLOYEE MANAGEMENT COMPANY**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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TALLAHASSEE, FLORIDA

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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. Energy Transfer Employee Management Company

(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. 32-0382691

(FEI number, if applicable)

4. July 12, 2012

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  
c/o Energy Transfer Partners, 3738 Oak Lawn Ave.

7. Dallas, TX 75219

(Principal office address)

3738 Oak Lawn Ave., Dallas, TX 75219

(Current mailing address)

common paymaster To engage in any act or activity for which corporations may be organized.

## 8. \_\_\_\_\_

(Purpose(s) of corporation authorized in some 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.

Corporation Service Company

By: [Signature]

(Registered agent's signature)

Assistant Vice President

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:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that 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.

14. William J. Healy, Assistant Secretary

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

**OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

Energy Transfer Employee Management Company

**List of Officers**

|             |   |                                       |
|-------------|---|---------------------------------------|
| Name:       | Kelcy L. Warren                                 | Title: Chief Executive Officer        |
| Bus. Addr.: | 3738 Oak Lawn Ave., Dallas, TX 75219            |                                       |
| Name:       | Marshall S. McCrea                              | Title: President                      |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | Martin Salinas, Jr.                             | Title: Chief Executive Officer        |
| Bus. Addr.: | 3738 Oak Lawn Ave., Dallas, TX 75219            |                                       |
| Name:       | Gregory F. Brazaitis                            | Title: Chief Compliance Officer       |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | Richard A. Cargile                              | Title: President-Midstream            |
| Bus. Addr.: | 711 Louisiana St., Suite 900, Houston, TX 77002 |                                       |
| Name:       | Ryan K. Coffey                                  | Title: Executive Vice President - Ops |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | Thomas P. Mason                                 | Title: Senior VP, GC and Secretary    |
| Bus. Addr.: | 3738 Oak Lawn Ave., Dallas, TX 75219            |                                       |
| Name:       | Christopher Curia                               | Title: Senior Vice President-HR       |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | James M. Wright                                 | Title: Deputy GC                      |
| Bus. Addr.: | 711 Louisiana St., Suite 900, Houston, TX 77002 |                                       |
| Name:       | William J. Healy                                | Title: Assoc. GC & Asst. Sec.         |
| Bus. Addr.: | 711 Louisiana St., Suite 900, Houston, TX 77002 |                                       |
| Name:       | Paul B. Keeler                                  | Title: Assoc. GC                      |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | Justin K. Dolle                                 | Title: VP Financial Reporting         |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | Michael J. Doss                                 | Title: VP Finance                     |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | Steven M. Stellato                              | Title: VP & Controller                |
| Bus. Addr.: | 800 E Sonterra Blvd., San Antonio, TX 78258     |                                       |
| Name:       | Robert R. Rose                                  | Title: VP-Land and Right-of-Way       |
| Bus. Addr.: | 711 Louisiana St., Suite 900, Houston, TX 77002 |                                       |
| Name:       | Michael D. Smith                                | Title: VP-Merger & Acquisitions       |
| Bus. Addr.: | 711 Louisiana St., Suite 900, Houston, TX 77002 |                                       |

**List of Directors**

|             |                                      |                    |
|-------------|--------------------------------------|--------------------|
| Name:       | Kelcy L. Warren                      | Term: Jul 31, 2013 |
| Bus. Addr.: | 3738 Oak Lawn Ave., Dallas, TX 75219 |                    |

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Name: Martin Salinas, Jr.

Term: Jul 31, 2013

Bus. Addr.: 3738 Oak Lawn Ave., Dallas, TX 75219

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENERGY TRANSFER EMPLOYEE MANAGEMENT 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 TWENTY-FOURTH DAY OF JULY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENERGY TRANSFER EMPLOYEE MANAGEMENT COMPANY" WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2012.

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

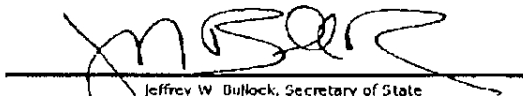
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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9729337

DATE: 07-24-12