

L0300002845/

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

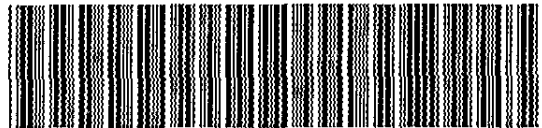
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700021493867

07/28/03--01003--000 \*\*125.00

FILED  
2003 JUL 28 PM 4:47  
CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN AUG - 4 2003

# **SHELL, FLEMING, DAVIS & MENGE**

**ATTORNEYS AT LAW**

**STEPHEN B. SHELL**

TELEPHONE • (850) 434-2411 ext. 110

FACSIMILE • (850) 435-1074

E-MAIL • [sshell@shellfleming.com](mailto:sshell@shellfleming.com)

**BRADEN K. BALL, JR.**  
**MAUREEN DUIGNAN**  
Board Certified Criminal Trial Lawyer  
Also Licensed In New York  
**THOMAS J. GILLIAM, JR.**  
**PAUL W. GROOM II**  
**CHARLES L. HOFFMAN, JR.**  
LL.M. in Taxation  
**DANNY L. KEPNER**  
Board Certified Civil Trial Lawyer  
**JASON R. MOSLEY**  
LL.M. in Taxation  
**ROBERT C. PALMER, III**  
Board Certified Civil Trial Lawyer  
**STEPHEN B. SHELL**  
Board Certified Real Estate Lawyer  
**JOHN B. TRAWICK**  
**SUSAN A. WOOLF**

**OF COUNSEL:**

**THURSTON A. SHELL**  
**FLETCHER FLEMING**  
**ROLLIN D. DAVIS, JR.**  
**M. J. MENGE**

**226 PALAFOX PLACE**  
**NINTH FLOOR, SEVILLE TOWER**  
**PENSACOLA, FLORIDA 32501**

**MAIL TO:**  
**POST OFFICE BOX 1831**  
**PENSACOLA, FLORIDA 32598-1831**

July 24, 2003

## ***VIA FEDERAL EXPRESS***

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

**RE: OCTAGON ENERBY, L.L.C.**

Gentlemen:

Enclosed please find original and one copy of the Articles of Organization for the above limited liability company. I would appreciate your filing the original Articles and returning a certified copy to the undersigned. Our check in the amount of \$125.00 for the required filing fee is enclosed.

Very truly yours,

**SHELL, FLEMING, DAVIS & MENGE**



Pamela F. Jernigan  
Secretary to Stephen B. Shell

:pjh  
Enclosures  
B2192-00000

FILED  
2003 JUL 28 PM 4:47  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
OCTAGON ENERGY, L.L.C.  
(a Florida Limited Liability Company)**

---

The undersigned person, a member of Octagon Energy, L.L.C., a Florida Limited Liability Company, and acting as the organizer of the Limited Liability Company, hereby adopts the following Articles of Organization for the Limited Liability Company pursuant to Chapter 608, Florida Statutes.

**ARTICLE I - Name**

The name of the Limited Liability Company is:

Octagon Energy, L.L.C.

**ARTICLE II - Duration**

The period of duration for the Limited Liability Company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

**ARTICLE III - Address**

The mailing address and the street address of the principal office of the Limited Liability Company is as follows:

% Victor C. Franck  
82 Driftloak Circle  
The Woodlands, TX 77381

**ARTICLE IV - Registered Agent**

The name and street address of the initial Registered Agent for the Limited Liability Company are as follows:

Stephen B. Shell  
Shell, Fleming, Davis & Menge  
Seville Tower, 9<sup>th</sup> Floor  
226 South Palafox Street  
Pensacola, FL 32501

FILED  
2003 JUL 28 PM 4:47  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

FILED  
2003 JUL 28 PM 4:48  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

**ARTICLE V - Admission of Additional Members**

The members shall have the right to admit additional members upon the written consent of members holding the required percentage of membership interests as provided in the Regulations and the satisfaction of all other terms and conditions of admission as provided in the Regulations.

**ARTICLE VI - Members Rights to Continue Business**

The remaining members of the Limited Liability Company shall have the right to continue the business upon the death, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company provided there is at least one remaining member and the business of the Company is continued by the consent of all remaining members.

**ARTICLE VII - Management**

The Limited Liability Company is to be managed by managers. The number of managers shall from time to time be fixed by the Regulations of the Limited Liability Company. The number of managers constituting the initial managers is one (1). Managers need not be residents of the State of Florida or members of the Limited Liability Company. The names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are duly elected and qualify, unless they shall sooner die, resign or be removed in accordance with the Regulations of the Limited Liability Company, are as follows:

Victor C. Franck – Manager  
82 Driftoak Circle  
The Woodlands, TX 7738

The undersigned person, a member of Octagon Energy, L.L.C., a Florida Limited Liability Company, and acting as the organizer of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization for the Limited Liability Company.



Victor C. Franck, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR  
OCTAGON ENERGY, L.L.C.**

---

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

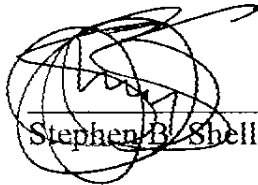
1. The name of the Limited Liability Company is:

Octagon Energy, L.L.C.

2. The name and the Florida street address of the registered agent are:

Stephen B. Shell  
Shell, Fleming, Davis & Menge  
Seville Tower, 9<sup>th</sup> Floor  
226 South Palafox Street  
Pensacola, FL 32501

*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 certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*



\_\_\_\_\_  
Stephen B. Shell, Registered Agent

FILED  
2003 JUL 28 PM 4:48  
OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA