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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
AUG 14 2009
EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Passive Green L.L.C
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roderick B. Cottom
Name of Person

Passive Green LLC
Firm/Company

5280 Coral Wood Drive
Address

Naples, FL 34119
City/State and Zip Code

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

For further information concerning this matter, please call:

Roderick B. Cottom at 239, 571-2899
Name of Person Area Code & Daytime Telephone Number

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 (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF ORGANIZATION

2009 AUG 13 AM 10: 22

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PASSIVE GREEN, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the Act), for purposes of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is PASSIVE GREEN, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operative Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in the business of sale, marketing and distribution of energy products, systems and applications and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place of Business.

The mailing address of the Company is Passive green LLC, 5280 Coral Wood Drive, Naples, Florida 34119, and the street address of the place of business for the Company is Passive Green, LLC, 5280 Coral Wood Drive, Naples, Florida 34119. These addresses may be changed from time to time as provided in the Operative Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Roderick B. Cottom and the initial registered office is located at 5280 Coral Wood Drive, Naples, Florida

place designated in this certificate. I hereby accept 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 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.

6. Capital Contributions.

Roderick B. Cottom
Roderick B. Cottom

Contributions to the capital of the Company shall be made by the members in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of the members holding a majority interest in the Company.

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Naples, Florida, on July 22, 2009.

Passive Green,
A Florida limited liability company

By: Toni Kelly, Member

By: Ray Kelly, Member

By: Roderick B. Cottom, Member

STATE OF FLORIDA

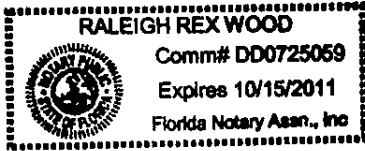
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Toni S. Kelly

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on 7/22/09 by Toni Kelly, as Member of Passive Green, who produced a Florida motor operator's license as identification.

Ralph Rex Wood
Notary Public State of Florida
Name Raleigh Rex Wood

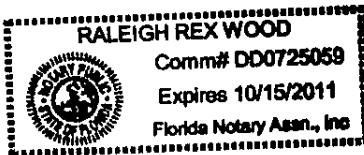


(Seal)

[Signature]

The foregoing instrument was acknowledged before me on 07-22-09 by Ray Kelly, as Member of Passive Green, who produced a Florida motor operator's license as identification.

[Signature] Ralph Rex Wood
Notary Public State of Florida
Name Raleigh Rex Wood



(Seal)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on 7-22-09 by Roderick B. Cottom, as Member of Passive Green, who produced a Florida motor operator's license as identification.

[Signature]

Raleigh Rex Wood

Notary Public-- State of Florida

Name *Raleigh Rex Wood*

(Seal)



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