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FLORIDA LIMITED LIABILITY CO.
MENLO ENERGY MANAGEMENT, LLC

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OCT 18 2012

T. HAMPTON

**ARTICLES OF ORGANIZATION
OF
MENLO ENERGY MANAGEMENT, LLC**

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I
NAME & ADDRESS**

The name of this limited liability company is MENLO ENERGY MANAGEMENT, LLC (the "Company") and its principal office and mailing address is 345 California Street, Suite 1160, San Francisco, California 94104.

**ARTICLE II
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III
PURPOSE OF ORGANIZATION**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

Joseph A. Probasco, Esq. Florida Bar No.: 0571822 Bush Ross, P.A. 1801 N. Highland Avenue, Tampa, FL 33602 Facsimile Audit No.: H12000251592 3
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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Company at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
MANAGEMENT OF THE COMPANY

The Company shall be managed by manager(s) who shall be elected by the members in the manner set forth in the Company's Operating Agreement.

ARTICLE VII
INDEMNIFICATION

If the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 17th day of October, 2012.



Joseph A. Probasco, Authorized Representative

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Chapter 608, *Florida Statutes*, MENLO ENERGY MANAGEMENT, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



Joseph A. Probasco, Authorized Representative

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of Chapter 608, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC


By: _____

Joseph A. Probasco, Vice President

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