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FLORIDA DIVISION OF CORPORATIONS

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FROM: COONEY, WARD, LESHER & DAMON, P.A.
072262000447

ACCT#:

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NAME: ENERGY PARTNERS, L.C.

AUDIT NUMBER.....H98000003794

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF ORGANIZATION OF
ENERGY PARTNERS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be Energy Partners, L.C.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be perpetual unless dissolved in accordance with the regulations set forth in the Operating Agreement of the limited liability company or Florida law.

ARTICLE III

PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company shall be 1501 Northpoint Parkway, Suite 102, West Palm Beach, Florida 33407.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by a manager or managers. The names and addresses of the persons who shall serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

John H. Perry, Jr.

1501 Northpoint Parkway
Suite 102
West Palm Beach, Florida 33407

J. Helena Perry

1501 Northpoint Parkway
Suite 102
West Palm Beach, Florida 33407

Prepared By:

Philip H. Ward, III, Esquire
4420 Beacon Circle
West Palm Beach, FL 33407
(561) 842-3000
Florida Bar No. 313998
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Philip H. Ward, III

4420 Beacon Circle
Suite 100
West Palm Beach, Florida 33407

Michael J. Behan

NUI Capital Corporation
550 Route 202-206
P.O. Box 760
Bedminster, New Jersey 07921-0760

ARTICLE V

MEMBERSHIP

Members shall have the right to admit new members in accordance with the terms and conditions of the regulations set forth in the Operating Agreement of the limited liability company. No new member will be admitted to the limited liability company if the limited liability company would or may have in the aggregate more than one hundred (100) members as determined in accordance with the provisions of the regulations set forth in the Operating Agreement of the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, dissolution, or removal of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business without any further action on the part of the remaining members.

An assignee of a limited liability company interest may become a member only in accordance with the provisions of the regulations set forth in the Operating Agreement of the limited liability company.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407, and the name of the company's initial registered agent at that address is Philip H. Ward, III.

Executed by the undersigned at West Palm Beach, Florida on February, 25, 1998.



Philip H. Ward, III, Authorized Representative

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**STATE OF FLORIDA****COUNTY OF PALM BEACH**

In compliance with Florida Statute §608.407(2), the undersigned authorized representative of a member of ENERGY PARTNERS, L.C., deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash and agreed value of property, other than cash, contributed by the members is -0-.

3. The agreed upon value of property anticipated to be contributed is Nineteen Million Dollars (\$19,000,000.00). The property consists of all of the assets and liabilities of ENERGY PARTNERS, INC., a Florida corporation, including fixed assets and machinery, personal property, cash, contract rights, long and short term debt, equipment leases and other assets and liabilities of the company. The amount of cash anticipated to be contributed is One Million and NO/100 Dollars (\$1,000,000.00).


Philip H. Ward, III, Authorized Representative

The foregoing instrument was acknowledged before me this 25th day of February, 1998 by Philip H. Ward, III, a member or agent on behalf of ENERGY PARTNERS, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


Notary Public

My Commission Expires:



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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF PALM BEACH

Pursuant to the provisions of §608.415 and §608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **ENERGY PARTNERS, L.C.**

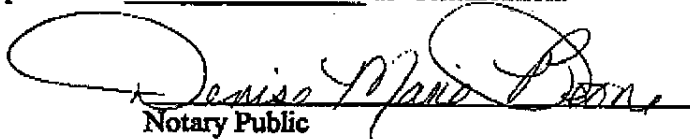
The name of the registered agent for **ENERGY PARTNERS, L.C.**, is **Philip H. Ward, III**, and the street address of the registered office where the agent is located is **4420 Beacon Circle, West Palm Beach, Florida 33407**.

This statement is to acknowledge that, as indicated above, **ENERGY PARTNERS, L.C.**, has appointed **Philip H. Ward, III**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated February 25, 1998.

By: 
Philip H. Ward, III

The foregoing instrument was acknowledged before me this 25th day of February, 1998 by Philip H. Ward, III, agent on behalf of **ENERGY PARTNERS, L.C.**, a limited liability company. He is personally known to me or has produced _____ as identification.


Notary Public

My Commission Expires:

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