

108000003837

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

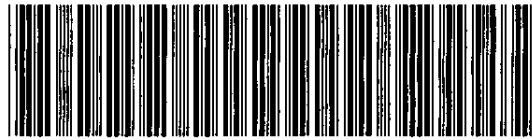
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/15/08--01006--008 **160.00

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08 AUG 20 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

AUG 20 2008

EXAMINER

108000003837

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Toro Energy of Florida, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Paul Kaden
(Name of Person)

Toro Partners II, LP
(Firm/Company)

6380 LBJ Freeway, Suite 294
(Address)

Dallas, Texas 75240
(City/State and Zip Code)

For further information concerning this matter, please call:

Jacquie Bilton at (214) 691-0011
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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 ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

TORO ENERGY OF FLORIDA, LLC

6380 LBJ FREEWAY

SUITE 294

Dallas, Texas 75240

214-691-0011

August 14, 2008

VIA FEDERAL EXPRESS

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

Gentlemen:

Attached are organizational items for Toro Energy of Florida, LLC along with our check in the amount of \$160.00.

Please file these documents and, if everything is in order, issue a certificate of status evidencing the authorization of Toro Energy of Florida, LLC to do business in Florida.

Enclosed is a Federal Express envelope for your use in returning the Certificate of Status to us.

Should you have any questions, please give us a call.

Very truly yours,



Jacquie Bilton

Administrative Assistant

TORO ENERGY OF FLORIDA, LLC

6380 LBJ FREEWAY, SUITE 294

Dallas, Texas 75240

214-691-0011 (Phone)

214-691-0038 (Fax)

August 19, 2008

VIA FEDERAL EXPRESS

**Ms. Tammy Hampton
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301**

Dear Ms. Hampton:

With reference to your letter of August 18, 2008, enclosed please find the following:

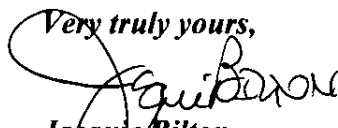
- 1. Your letter of August 18, 2008;**
- 2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;**
- 3. Certificate of Account Status certified by the Texas Comptroller of Public Accounts;**
- 4. Franchise Tax Certification of Account Status;**
- 5. Certificate of Fact from the Office of the Secretary of State of the State of Texas.**

If everything is in order, please issue a Certificate of Status authorizing Toro Energy of Florida, LLC to do business in the State of Florida.

Enclosed is Federal Express envelope for your use in returning the Certificate of Status to us.

Should you have any questions, please give us a call.

Very truly yours,


Jacquie Bilton



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 18, 2008

PAUL KADEN
TORO PARTNERS II, LLC
6380 LBJ FREEWAY - STE 294
DALLAS, TX 75240

SUBJECT: TORO ENERGY OF FLORIDA, LLC
Ref. Number: W08000038624

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TORO ENERGY OF FLORIDA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 908A00046353

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Toro Energy of Florida, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Toro Energy Partners of Florida, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Texas

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-3162876

(FEI number, if applicable)

4. August 1, 2008

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 6380 LBJ FREEWAY, SUITE 294

DALLAS, TX 75240

(Street Address of Principal Office)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Paul Kaden, 6380 LBJ Freeway, Suite 294, Dallas, Texas 75240

Taylor Clark, 6380 LBJ Freeway, Suite 294, Dallas, Texas 75240

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Landfill Gas Development

Signature of a member or an authorized representative of a member.

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



Typed or printed name of signee
PAUL KADEN

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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:

Toro Energy of Florida, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Toro Energy Partners of Florida, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road, Plantation, FL 33324

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

FL

City/State/Zip

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, Florida Statutes.

Terrie Bates (Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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08 AUG 20 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

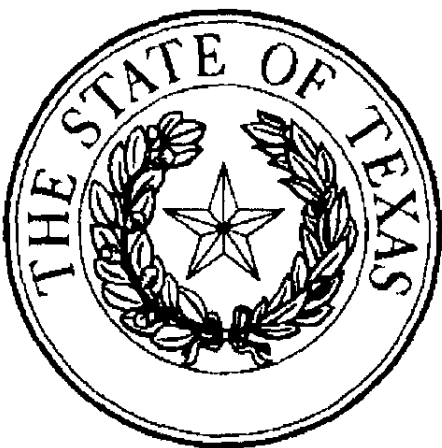
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Toro Energy of Florida, LLC (file number 801016208), a Domestic Limited Liability Company (LLC), was filed in this office on August 12, 2008.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 19, 2008.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State