

7114000006827

(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:

SEP 23 2014

7:11 PM

W14-57835

F11-3963

Office Use Only



100264351221

RECEIVED
DEPARTMENT OF STATE
CORPORATION DIVISION

2014 SEP 19 PM 4:22

TO: ADVISORY BOARD
OF FILING

FILED

2014 SEP 19 AM 8:44

TO: ADVISORY BOARD
OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 304064 4810346

AUTHORIZATION :

COST LIMIT : \$150.00

ORDER DATE : September 19, 2014

ORDER TIME : 1:02 PM

ORDER NO. : 304064-005

CUSTOMER NO: 4810346

FOREIGN FILINGS

NAME: QC ENERGY RESOURCES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 22, 2014

CSC
ATTN: COURTNEY WILLIAMS

RESUBMIT
Please give original
submission date as file date.

SUBJECT: QC ENERGY RESOURCES, LLC
Ref. Number: W14000057835

We have received your document for QC ENERGY RESOURCES, LLC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Therefore, the limited liability company must select an alternate name for use in the state of Florida.

Please insert the alternate name in the space provided on the application form.

The alternate name must contain the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC". The abbreviations "Ltd." and "Co.," also are no longer acceptable.

Please return 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) 245-6051.

Agnes Lunt
Regulatory Specialist II

Letter Number: 714A00020222

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SEP 22 2014
OFFICE OF THE
CLERK OF THE
SUPREME COURT
2014 SEP 22 PM 4:22



John T. Wilson
Senior Vice President,
General Counsel & Corporate Secretary

Telephone: 813-569-7366
Facsimile: 813-630-9567
E-mail: jwilson@qualitydistribution.com

September 22, 2014

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Registration of QC Energy Resources, LLC

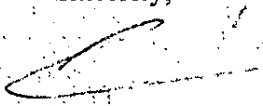
Dear Sir or Madam:

I am the SVP, General Counsel and Corporate Secretary for QC Energy Resources, Inc., as well as for QC Energy Resources, LLC. QC Energy Resources, Inc. is the Sole Member of QC Energy Resource, LLC.

I give my consent for QC Energy Resources, LLC to be registered in that name as a foreign entity in the State of Florida.

Please feel free to contact me at 813-569-7366 should you have any questions.

Sincerely,



John T. Wilson

2014 SEP 19 AM 8:44
FILED
CLERK OF COURT
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: QC Energy Resources, 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:

JODY HERNANDEZ

Name of Person

QUALITY DISTRIBUTION, INC.

Firm/Company

4041 PARK OAKS BLVD, SUITE 200

Address

TAMPA, FL 33610

City/State and Zip Code

COMPLIANCE@cscinfo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Connie Wood

Name of Contact Person

at (800)

Area Code

927-9801

Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
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

2014 SEP 19 AM 8:44

FILED

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. QC Energy Resources, LLC

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

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

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

3. 27-3162704

(FEI number, if applicable)

4. n/a

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 102 Pickering Way, Suite 105

Exton, PA 19341

(Street Address of Principal Office)

6. same as above

(Mailing Address)

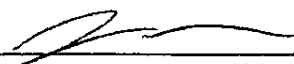
7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

John T. Wilson, SVP, Gen. Counsel & Corp. Secretary, 4041 Park Oaks Blvd., Suite 200, Tampa, FL 33610

Joseph J. Troy, EVP and CFO, 4041 Park Oaks Blvd., Suite 200, Tampa, FL 33610

Robin Cohan, VP/Treasurer, 4041 Park Oaks Blvd., Suite 200, Tampa, FL 33610

8. 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)


Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

John T. Wilson

Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

QC Energy Resources, LLC

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

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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 605, Florida Statutes.

Corporation Service Company

By: Carol Wood Asst Secretary

(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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SEP 19 AM 8:44

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QC ENERGY RESOURCES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF SEPTEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QC ENERGY RESOURCES, LLC" WAS FORMED ON THE SECOND DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4848787 8300

141199872

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1713494

DATE: 09-19-14