

P07000016760

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

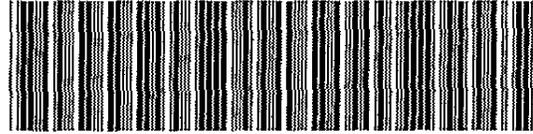
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*DB*

Office Use Only



900087386029

02/07/07--01037--001 \*\*122.50

07 FEB -6 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** P.E. Energy, Inc.  
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Stan Hunt  
(Contact Person)

P.E. Energy, Inc.  
(Firm/Company)

1547 Peter's Creek Road  
(Address)

Green Cove Springs, FL 32043  
(City, State and Zip Code)

07 FEB -6 PM 12: 05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
P.L.F.P.D

For further information concerning this matter, please call:

Stan Hunt at ( 904 ) 626-6347  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

P.E. Energy, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Corporation  
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on January 25, 2006 106000011822  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

P.E. Energy, Inc.

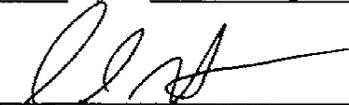
(Enter Name of Florida Profit Corporation)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
07 FEB -6 PM 12:05

FILED

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 11th day of January, 20 07.

Signature:   
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Stan Hunt Title: Chief Financial Officer

Fees: \_\_\_\_\_

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**FILED**  
07 FEB -6 PM 12: 05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
P.E. Energy, Inc.

**ARTICLE ONE**

The name of the Corporation is P.E. Energy, Inc.

**ARTICLE TWO**

Principal Place of Business: The address of the Corporation's registered office is 1547 Peter's Creek Road Green Cove Springs, FL 32043.

**ARTICLE THREE**

The purpose for which the Corporation is organized is to provide energy efficient solutions.

**ARTICLE FOUR**

The authorized shares of the Corporation shall be as follows:

(a) 5,000 shares of a single class of preferred stock without par value (the "Preferred Stock"), and

(b) 1,000 shares of class b stock.

The number of shares to be issued initially and the consideration to be received by the Corporation therefore, are as follows:

Preferred Stock:

Paul Hill, 2,501 shares purchased at \$.01 each for a total purchase price of \$25.01.  
Stan Hunt, 2,499 shares purchased at \$.01 each for a total purchase price of \$24.99

Class B Shares:

No class b shares shall be issued at this time.

The preferences, qualifications, limitations and restrictions and the special and relative rights in respect of the shares of each such class are as follows:

In the event of any dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, the company will first pay back any shareholder loans and accrued interest, if applicable.

After such payments, the company will pay back its shareholders the amount of paid in capital they have invested in the company, which will include the par value of their preferred stock (if applicable). This will only include stocks purchased with a par value. The next priority

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
07 FEB -6 PM 12:05

FILED

will be payment of preferred stock holder distributions calculated in proportion to their stock ownership. Finally, the company will pay class b stock holder distributions calculated in proportion to stock ownership.

If upon any such dissolution, liquidation or winding up of the Corporation the assets of the Corporation available for distribution are insufficient to make all payments listed above, then the payments will be made, as allowed by remaining assets, in the order listed above.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving shares of stock of the Corporation, the redemption or purchase by the Corporation of all or part of the outstanding shares of either class of its stock, or a sale, pledge, lease, exchange or other transfer of all or any part of the assets or business of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the Corporation for the above purposes.

#### ARTICLE FIVE

The corporation will have two officers:

Paul Hill 1847 Medinah Lane Green Cove Springs, FL 32043

Stan Hunt 1547 Peter's Creek Road, Green Cove Springs, FL 32043

#### ARTICLE SIX

The name and address of the initial registered agent is Paul Hill, 1847 Medinah Lane Green Cove Springs, FL 32043.

CHANGE OF REGISTERED AGENTS: The newly formed Corporation's registered agents are: Paul Hill and Stan Hunt. Stan Hunt of 1547 Peter's Creek Road Green Cove Springs, FL 32043 is the newly registered agent. Per amendment filed on 10/6/2006, Edwin W. Dovel is no longer a registered agent, a manager, and is no longer in any way involved with the P.E. Energy, Inc or P.E. Energy, LLC.

#### ARTICLE SEVEN

The name and address of the incorporator is Paul Hill, 1847 Medinah Lane Green Cove Springs, FL 32043.

#### ARTICLE EIGHT

The number of directors of the Corporation shall be two, which number may be increased or decreased from time to time pursuant to and as provided in the By-Laws of the Corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall be elected and qualified in accordance with the By-Laws of the Corporation are:

Paul Hill 1847 Medinah Lane Green Cove Springs, FL 32043

Stan Hunt 1547 Peter's Creek Road, Green Cove Springs, FL 32043

#### ARTICLE NINE

The corporation will elect S Corporation Status starting with tax year 2006.

07 FEB -6 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**ARTICLE TEN**

The following provisions are adopted for the purpose of managing the business and regulating the affairs of the Corporation and defining, limiting and regulating the rights, powers and duties of the Corporation, its officers, directors and shareholders:

The board of directors shall be: Paul Hill  
Stan Hunt

In furtherance and not in limitation of the powers conferred by the state of Florida and other applicable law, the Board of Directors, by way of unanimous vote, shall have power and authority, without the assent or vote of the shareholders:

(a) to make, alter, amend, change, add to or repeal the By-Laws of the Corporation, notwithstanding that the shareholders shall have adopted or may from time to time have amended such by-laws;

(b) on behalf and in the name of the Corporation to borrow or otherwise raise funds from time to time for any lawful corporate purpose and, in connection therewith to:

(i) authorize the issue, assumption or guaranty of notes, bonds or other evidences of indebtedness of the Corporation for such funds; and

(ii) grant collateral security therefore by mortgage or pledge of any portion of the assets of the Corporation then owned or thereafter acquired and

(c) to exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation; and

(d) in general to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; provided that all of the foregoing shall be subject to the State of Florida and other applicable law, and to these Articles of Incorporation, further provided that no By-Law made and adopted by the shareholders shall invalidate any prior act of the Board of Directors which would have been valid had such By-Law not been made and adopted.

97 FEB - 6 PM 05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**ARTICLE ELEVEN**

The Board of Directors in its discretion may submit any contract or act for approval or ratification at any annual meeting of the shareholders or any other meeting of the shareholders called for the purpose of considering any such contract or act, and any contract or act that shall be approved or ratified by the vote of the shareholders in accordance with these Articles of Incorporation and the State of Florida shall be as valid and as binding upon the Corporation and all of the shareholders as though approved or ratified by all of the shareholders.

**ARTICLE TWELVE**

Meetings of the shareholders may be held within or without the State of Florida and the books and records of the Corporation may be kept (subject to the provisions of any applicable

law or regulation) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

**ARTICLE THIRTEEN**

The Corporation shall, to the full extent permitted by the state of Florida, indemnify all directors and officers of the Corporation whom it may indemnify pursuant thereto.

**ARTICLE FOURTEEN**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights and powers conferred herein on shareholders and directors are subject to such reservation.

**ARTICLE FIFTEEN**

Any action required or permitted to be taken by the shareholders of the Corporation shall be taken only at a duly called annual or special meeting of shareholders of the Corporation and shall not be taken by written consent of the shareholders without a meeting.

**ARTICLE SIXTEEN**

Any amendment of the Articles of Incorporation of the Corporation which is required by the State of Florida to be approved by the shareholders of the Corporation shall be adopted in the following manner:

(a) The Board of Directors, by way of unanimous vote, shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of shareholders, at an annual or a special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each shareholder of record within the time and in the manner provided in the State of Florida for the giving of notice of meetings of shareholders. If the adoption of the amendment would give any class or series of shares the right to dissent, the notice shall also enclose a copy of § 11.70 of the State of Florida or otherwise provide adequate notice of the right to dissent and the procedures therefore.

(c) At such meeting a vote of the shareholders entitled to vote on the proposed amendment shall be taken. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote on such amendment, unless any class or series of shares is entitled to vote as a class in respect thereof, in which event the proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least a majority of the outstanding shares of each class or series of shares entitled to vote as a class in respect thereof and of the total outstanding shares entitled to vote on such amendment.

(d) Any number of amendments may be submitted to the shareholders, and voted upon by them, at one meeting.

07 FEB 15 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

**ARTICLE SEVENTEEN**

It is expressly recited that notwithstanding any provision in these Articles of Incorporation to the contrary:

(a) this Article shall not affect the vote required by the state of Florida for the approval of any merger, consolidation, share exchange, dissolution, or sale, lease or exchange of all or substantially all of the assets of the Corporation, and

(b) any amendment of the Corporation's Articles of Incorporation effecting any decrease in the voting requirements for approval of the actions set forth in clause (i) of this sentence shall be required to be approved upon the affirmative vote of that percentage of shareholders required for approval of such action itself.

Signed this 1st day of January, 2007 by:

Paul Hill 

Stan Hunt 

07 FEB -6 PM 12: 05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

Paul Hill  \_\_\_\_\_  
(signature / registered agent) (date)

Paul Hill  \_\_\_\_\_  
(signature / incorporator) (date)