



State of New Hampshire

Department of State



Accepted Date: **4/29/2016**

Business Name: **DEVONSHIRE ENERGY LLC**

Principal Office Address: **200 Seport Blvd Z1L, Boston, MA, 02210, USA**

RE: Acceptance of Business Formation

This letter is to confirm the acceptance of the following business formation:

Business ID: **743224**

Tracking#: **3297510**

Effective Date: **04/28/2016**

Payment Transaction #: **107866**

To maintain your business registration in good standing, you must maintain a Registered Agent at all times. You must also file an annual report no later than April 1st of each year. To file your annual report please go to <http://www.sos.nh.gov/corporate/annualreport/>.

It is incumbent upon you to keep this office informed of address or email changes to ensure that all communications from our office reaches you. There is no charge for address changes.

Please visit our website for helpful information regarding all your business needs. If you require assistance or should you have any questions, you may contact the Corporation Division using the information provided below. Please reference your Business ID in your communication.

Thank you.
New Hampshire Department of State
Corporation Division



State of New Hampshire

Department of State

Filed
 Date Filed: 04/28/2016
 Effective Date: 04/28/2016
 Business ID: 743224
 William M. Gardner
 Secretary of State

Form FLLC-1
 RSA 304-C:175

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the limited liability company is

DEVONSHIRE ENERGY LLC

SECOND: The name which it proposes to register and do business in New Hampshire is

DEVONSHIRE ENERGY LLC

THIRD: It is formed under the laws of **Delaware**

FOURTH: The date of its formation is **06/09/2009**

DURATION: The period of duration is **Perpetual**

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire is

| NAICS CODE | NAICS SUBCODE |
|--|---------------|
| OTHER / Wholesale electricity purchase on behalf of affiliated entities | |

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is **C T Corporation System**

and the physical address, of its initial registered office **IN NEW HAMPSHIRE** is

9 Capitol Street., Concord, NH, 03301, USA

SEVENTH : The sale or offer for sale of membership interests of the limited liability company will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

PRINCIPAL OFFICE ADDRESS:

| PRINCIPAL OFFICE BUSINESS ADDRESS | PRINCIPAL OFFICE MAILING ADDRESS |
|--|--|
| 200 Seport Blvd Z1L, Boston, MA, 02210, USA | 200 Seport Blvd Z1L, Boston, MA, 02210, USA |

**APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY**

Form FLLC-1
(Cont.)

DEVONSHIRE ENERGY LLC

CERTIFY:

By checking this box and continuing, each signatory certifies that the information provided herein is true, accurate, and complete to the best of his/her knowledge and belief, and that he/she has authorized the affixing of his/her electronic signature in accordance with the Electronic Signatures in Global and National Commerce Act (e-Sign) and N.H. RSA § 294-E. Further, each signatory understands that his/her electronic signature has full legal effect and enforceability and he/she intends this form, as signed, to be filed with the office of the New Hampshire Secretary of State.

EFFECTIVE DATE:

This statement shall be effective from: 04/28/2016

*Signature: Brian Daigle

Title: Vice President

Date signed: 04/29/2016

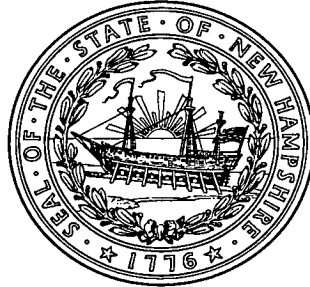
Complete address of person signing: 200 Seaport Blvd, Boston, MA, 02210, USA

Notice: The membership interests of the limited liability company: 1) have been registered or when offered will be registered under RSA 421-B; 2) are exempted or when offered will be exempted under RSA 421-B; 3) are or will be offered in a transaction exempted from registration under RSA 421-B; 4) are not securities under RSA 421-B; OR 5) are federal covered securities under RSA 421-B. The statement above shall not by itself constitute a registration or a notice of exemption from registration of securities within the meaning of sections 448 and 461(i)(3) of the United States Internal revenue Code and the regulation promulgated thereunder.

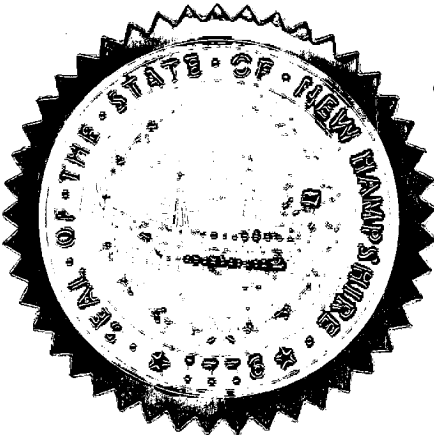
DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, DAVID M. SCANLAN, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of Application for Registration as a Foreign Limited Liability Company of Devonshire Energy LLC as filed in this office and held in the custody of the Secretary of State.



In Testimony Whereof, I hereto set my hand
and cause to be affixed the Seal of the State,
at Concord, this 10th day of June A.D. 2011

A handwritten signature in black ink, appearing to read "D M Scanlan".

Deputy Secretary of State

State of New Hampshire

Filing fee: \$ 50.00
Fee for Form SRA: \$ 50.00
Total fees: \$100.00

Form FLLC-1
RSA 304-C:12

Use black print or type.
Form must be single-sided, on 8 1/2 x 11" paper;
double sided copies will not be accepted.

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the limited liability company is Devonshire Energy LLC

SECOND: The name which it proposes to register and do business in New Hampshire is Devonshire Energy LLC

THIRD: It is formed under the laws of Delaware

FOURTH: The date of its formation is June 3, 2009

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire is Wholesale electricity purchasing on behalf of affiliated entities

SIXTH: The name of its registered agent in New Hampshire is C T Corporation System

and the **street address**, town/city (including zip code and post office box, if any) of its registered office is (agent's business address in New Hampshire) 9 Capitol Street, Concord, NH 03301


SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

State of New Hampshire
Form FLLC 1 - Application for Foreign Registration FLLC 4 Page(s)



APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

Form FLLC-1
(Cont.)

*Signature: 
 Print or type name: Michael G. Pekowsky
 Title: Secretary
 Date signed: 12-07-09

Complete address of person signing: 82 Devonshire Street
Boston, MA 02109

* Shall be executed on behalf of the foreign limited liability company by a person with authority to do so under the laws of the state or other jurisdiction of its formation, or, if the foreign limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL, CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM SRA to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

Delaware

PAGE 1

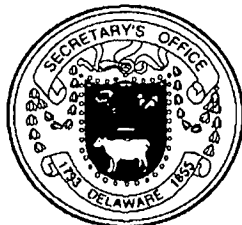
The First State

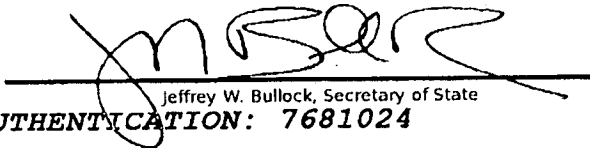
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEVONSHIRE ENERGY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4694472 8300

091074365




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7681024

DATE: 12-07-09