

FILE



The Public Utilities Commission of Ohio

NC

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Date Received	12-2613	Version
	- -EL-AGG	August 2004

CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-5 Experience). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may input information directly onto the form.
You may also download the form, by saving it to your local disk, for later use.

RECEIVED-DOCKETING DIV
 2012 SEP 26 PM 12:30
 PUCO

A. APPLICANT INFORMATION

A-1 Applicant's legal name, address, telephone number and web site address

Legal Name ABA Energy Partners Inc.
 Address 4474 Raynor Court, Mason, Ohio 45040
 Telephone # (513) 207-4338 Web site address (if any) _____

A-2 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name ABA Energy Partners Inc
 Address 4474 Raynor Court, Mason, Ohio 45040
 Telephone # (513) 207-4338 Web site address (if any) _____

A-3 List all names under which the applicant does business in North America

ABA Energy Partners Inc _____

A-4 Contact person for regulatory or emergency matters

Name April Wood
 Title President

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
 Technician [Signature] Date Processed SEP 26 2012

Business address 4474 Raynor Court, Mason, Ohio 45040
Telephone # (513) 207-4338 Fax #
E-mail address (if any) april@abaenergypartners.com

A-5 Contact person for Commission Staff use in investigating customer complaints

Name Brian Burns
Title Vice President
Business address 4474 Raynor Court, Mason, Ohio 45040
Telephone # (805) 717-2247 Fax #
E-mail address (if any) brian@abaenergypartners.com

A-6 Applicant's address and toll-free number for customer service and complaints

Customer Service address 4474 Raynor Court, Mason, Ohio 45040
Toll-free Telephone # Fax #
E-mail address (if any)

A-7 Applicant's federal employer identification number # 46-0709010

A-8 Applicant's form of ownership (check one)

- | | |
|--|--|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input type="checkbox"/> Limited Liability Company (LLC) |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Other |

A-9 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

- | | | | | |
|---|---|--|--|--|
| <input type="checkbox"/> First Energy | | | | |
| <input type="checkbox"/> Ohio Edison | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Toledo Edison | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Cleveland Electric Illuminating | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Cincinnati Gas & Electric | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Monongahela Power | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> American Electric Power | | | | |
| <input type="checkbox"/> Ohio Power | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input type="checkbox"/> Columbus Southern Power | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Dayton Power and Light | <input checked="" type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |

- A-10** Provide the approximate start date that the applicant proposes to begin delivering services

November 1, 2012

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-11** **Exhibit A-11 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-12** **Exhibit A-12 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America.
- A-13** **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14** **Exhibit A-14 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15** **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1** **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2** **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.

C-2 **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

- C-3** **Exhibit C-3 “Financial Statements,”** provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business.
- C-4** **Exhibit C-4 “Financial Arrangements,”** provide copies of the applicant’s financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.,).
- C-5** **Exhibit C-5 “Forecasted Financial Statements,”** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant’s CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.
- C-6** **Exhibit C-6 “Credit Rating,”** provide a statement disclosing the applicant’s credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant.
- C-7** **Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s credit report from Experian, Dun and Bradstreet or a similar organization.
- C-8** **Exhibit C-8 “Bankruptcy Information,”** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

Brian Burr, Vice President
Signature of Applicant & Title

Sworn and subscribed before me this 25 day of September, 2012
Month Year

Shauna M. Brown
Signature of official administering oath

Shauna M. Brown
Print Name and Title



SHAUNA M. BROWN
Notary Public State of Ohio
My Commission Expires
September 9, 2015

My commission expires on 9/9/15

AFFIDAVIT

State of Ohio :

Lebanon ss.
(Town)

County of Warren :

Brian Burns, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Vice President (Office of Affiant) of ABA ENERGY PARTNERS (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

Bryan Brown Vice President
Signature of Affiant & Title

Sworn and subscribed before me this 25 day of September, 2012
Month Year

[Signature]
Signature of official administering oath

Shauna M. Brown Notary
Print Name and Title



My commission expires on 9/9/15
SHAUNA M BROWN
Notary Public State of Ohio
My Commission Expires
September 9, 2015

Exhibit A-11 "Principal Officers, Directors & Partners

ABA Energy Partners Inc.

April Wood, President
4474 Raynor Court
Mason, Ohio 45040
Phone: 513-207-4338

Brian Burns, Vice President
1256 Thorny Ridge Trail
Lebanon, Ohio 45036
Phone: 805-717-2247

Annabelen Hemelgarn, Secretary
4138 Grasmere Run
Mason, Ohio 45040
Phone: 513-518-9033

Exhibit A-12 "Corporate Structure"

ABA Energy Partners Inc.

ABA Energy Partners Inc. will be lead by the management team of April Wood, Brian Burns and Annabelen Hemelgarn.

ABA Energy Partners Inc. will function as a broker and aggregator for energy suppliers with a focus on Residential, Commercial, Mercantile and Industrial segments in the competitive retail electric service market. Sales and customer support teams will specialize in these market segments. ABA Energy Partners will not take title to the power.

April will oversee activities related to commercial customers and sales, as well as shared responsibility for residential.

Brian will oversee activities related to industrial customers and sales, as well as commercial customers with respect to energy efficiency improvements and partner agreements. Brian will share responsibility for residential.

Annabelen will oversee purchasing and accounting. Annabelen will also be responsible for marketing and promotional activities.

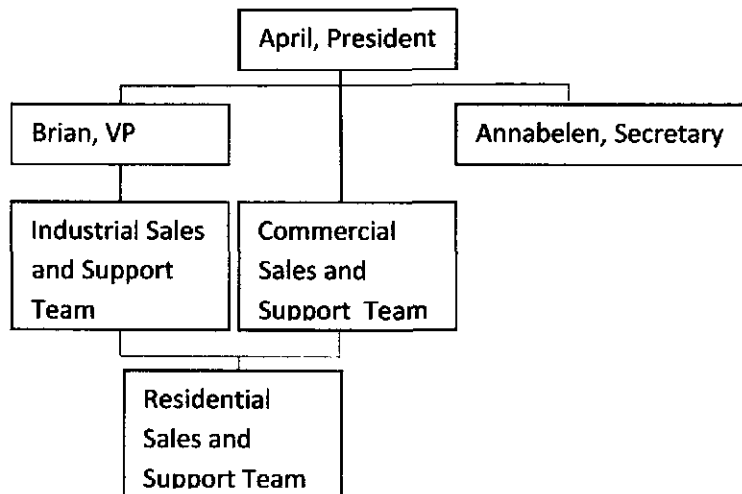


Exhibit A-13 "Company History"

ABA Energy Partners Inc.

ABA Energy Partners Inc. is a start-up company.



Jon Husted
Ohio Secretary of State

Exhibit A-14 "Articles of Incorporation and Bylaws"

180 East Broad Street, 16th Floor • Columbus, Ohio 43215
Toll Free: (877) SOS-FILE (767-3453) Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov • busserv@OhioSecretaryofState.gov

Please return the approval certificate to:

Name:

ABA Energy Partners

(Individual or Business Name)

To the attention of:

(If necessary)

Address:

4474 Raynor Court

City:

Mason

State:

OH

ZIP Code:

45040

Phone Number:

513-207-4338

E-mail Address:

alwood85@yahoo.com

- ☒ Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.
- ☒ Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Type of Service Being Requested: (PLEASE CHECK ONE BOX BELOW)

- ☒ **Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- ☐ **Expedite Service 1:** By including an Expedite fee of \$100.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- ☐ **Expedite Service 2:** By including an Expedite fee of \$200.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.
- ☐ **Expedite Service 3:** By including an Expedite fee of \$300.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.
- ☐ **Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.

Jon Husted

Form 532A Prescribed by:

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Bussserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

Initial Articles of Incorporation
(For Profit, Domestic Corporation)
Filing Fee: \$125
(113 - ARF)

First: Name of Corporation
(Name must include the following word or abbreviation: company, co., corporation, corp., incorporated, or inc.)

Second: Location of Principal office in Ohio
City State
County

Effective Date (Optional) (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)
mm/dd/yyyy

Third: The number of shares which the corporation is authorized to have outstanding.
(Please state if shares are common or preferred and their par value, if any.)

Number of Shares	Type	Par Value
<input type="text" value="30"/>	<input type="text"/>	<input type="text"/>

Fourth: If the corporation is to have an initial stated capital, please state the amount of that stated capital

Amount

****Note: ORC Chapter 1701 allows additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.****

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of ABA Energy Partners hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

April Wood

Name

4474 Raynor Court

Mailing Address

Mason

City

Ohio

State

45040

Zip Code

Must be signed by the
Incorporators or a
majority of the
incorporators

Joseph D. Carl
Signature

Brian B. B. B.
Signature

Chris H. H.
Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned,

April Wood

Statutory Agent Name

, named herein as the

Statutory agent for

ABA Energy Partners

Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

April Wood
Individual Agent's Signature/Signature on Behalf of Corporate Agent

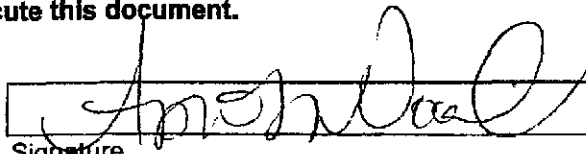
☐ If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

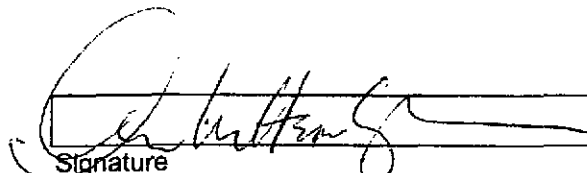
If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.


Signature

By

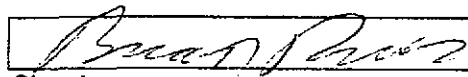
April Wood
Print Name

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.


Signature

By

Annabelen Hemelgarn
Print Name


Signature

By

Brian Burns
Print Name

Bylaws of ABA ENERGY PARTNERS, INC.

The following shall be known as the bylaws of ABA Energy Partners, Inc. (the "Corporation"). These bylaws are the set of rules by which the Corporation operates on a daily basis and settles disputes that may arise from time to time; and they are binding on all those associated with the Corporation either now, or in the future. If the Bylaws are found to be inconsistent with Ohio Law, then Ohio Law will override. The Bylaws may be amended by the Directors, provided there is a majority of Directors votes favoring the amendments.

ARTICLE ONE

PURPOSE

The Corporation may take advantage of the rights granted to it by Ohio Law, and engage in any business allowed by Ohio Business Corporation Law.

ARTICLE TWO

DURATION

The Corporation has perpetual duration and succession in its corporate name and will exist until such time that the Board of Directors elects to end its existence.

ARTICLE THREE

POWERS

The Corporation has the powers given by State Business Corporation law, to do all things necessary or practical to carry out its business and affairs including without limitation, the power to sue, make contracts, deal in property of any kind, make investments, borrow or lend money, be part of another entity, or conduct its business in any way allowed by the laws of this State.

ARTICLE FOUR

SHARES

The shares of the Corporation will be common stock, with full voting rights and identical rights and privileges, with no par value. The issuance of shares will be governed by the Board of Directors, as will be the consideration to be paid for the shares, which will meet

the requirements of State Business Corporation Law. The Corporation through its Board of Directors may issue fractional shares, acquire its own shares, declare and pay cash or stock dividends, or issue certificates.

In order to insure the continued existence of the Corporation, the transfer of shares of the Corporation to any individual or other entity will be restricted in the manner described herein. No shares may be transferred on the books of the Corporation unless the number of shares are first offered to the Corporation, and then to the other shareholders on a right of first refusal basis, the corporation having first option. This option to purchase the stock will expire in thirty (30) days from when offered. If the option is not exercised within the stated period, the Shareholder may dispose of the shares in any manner he/she wishes. The share certificates, if any, shall bear the following notice: RESTRICTED STOCK.

ARTICLE FIVE

MEETINGS

REGULAR MEETINGS. The Corporation may hold any number of meetings to conduct its business. At a minimum, it will hold an annual Shareholder' meeting at which the Directors will review with the Shareholders the operating results of the Corporation for the prior year, hold elections for Directors, and conduct any other business that may be necessary at that time. Unless decided otherwise at the time, the place and time for the annual Shareholders' meeting will be at the offices of the Corporation on the day of _____ at ____:00 o'clock PM each year. The Secretary will give proper notice to the Shareholders as may be required by law, however that notice may be waived by the Shareholder by submitting a signed waiver by the Shareholder by submitting a signed waiver either before or after the meeting, or by his attendance at the meeting. Meetings may be held in or out of this State. Minutes must be take by the Secretary for inclusion in the Corporate Records.

SPECIAL MEETINGS. The Corporation may hold meetings from time to time at such times and place that may be convenient. These meetings may be Directors meetings or Shareholder meetings or combined Director and Shareholder Meetings. Special Shareholder meetings may be called by The Board of Directors or demanded in writing by the holders of ten percent or more shares. Special Director meetings may be called by the Chairman, the President, or any two Directors. The Corporate Secretary will give proper notice as may be required by law, however that notice may be waived by the individual by submitting a signed waiver either before or after the meeting, or by his attendance at the meeting. Meetings may be held in our out of this State. Minutes must be taken by the Secretary for the inclusion in the Corporate Records.

ARTICLE SIX

VOTING

From time to time it may be necessary for a Director or Shareholder to vote on issues brought before a meeting. No voting may take place at a meeting unless there is a quorum present. That is, a quorum of Directors must be present at a meeting before any Director may vote, and likewise a quorum of Shareholders must be present at a meeting before any Shareholder may vote. A quorum of Directors at a meeting is defined as a majority of the number of Directors. A quorum of Shareholders at a meeting is defined as those Shareholders representing a majority of the shares entitled to vote. If a quorum is present at a meeting, action on a matter may be passed if the number of votes favoring the action is cast by a majority. For voting purposes, a Director may cast one vote, and a Shareholder may cast one vote for each share held except in the case of director elections when voting is cumulative. A Shareholder may vote in person or by proxy.

ARTICLE SEVEN ACTION WITHOUT MEETING

Directors or Shareholders may approve actions without a formal meeting if all entitled to vote on the matter unanimously consent to taking such action without a meeting. The action must be evidenced by a written consent describing the action taken, signed by the Directors or Shareholders (depending on which group is taking action) indicating each signer's vote or abstention on the matter and it must be delivered to the Corporate Secretary for inclusion with the Corporate Records.

ARTICLE EIGHT DIRECTORS

All corporate powers will be exercised by, or under the authority of, and the business affairs of the Corporation managed under the direction of its Board of Directors. The Board may consist of one or more individuals, who need not be Shareholders or residents of this state. The terms of the initial Directors or subsequently elected Directors will end at the next Shareholders meeting following their election, at which time new Directors will be elected or the current Directors will be reelected.

A director may resign at any time by delivering a written notice to the Corporation. A Director may be removed at any time with or without cause if the number of votes cast to remove him exceeds the number of votes cast not to remove him. Vacancies on the Board will be filled by the Shareholders in the manner described above.

The Directors of the Corporation are not liable to either the Corporation or its Shareholders for monetary damages for a breach of fiduciary duties unless the breach involved disloyalty to the Corporation or its Shareholders, act or omissions not in good faith, or self dealing. The Corporation may indemnify the Directors or Officers who are named as defendants in litigation relating to Corporate affairs and the Directors or Officers role therein.

ARTICLE NINE

OFFICERS

The officers of the Corporation will be initially appointed by the Board of Directors. The officers of the Corporation will be at least those required by State law, and any other officers that the Board of Directors may deem necessary. The duties and responsibilities of the Officers will be set by, and will be under the continued direction of the Directors. Officers may be removed at any time with or without cause, and may resign at any time by delivering written notice to the Board of Directors. If allowed by state law, one person may hold more than one officer position.

PRESIDENT - The President is the principal executive officer of the Corporation and in general supervises and directs the daily business operations of the Corporation, subject to the direction of the Board of Directors. The President is also the proper official to execute contracts, share certificates, and any other document that may be required on behalf of the Corporation. The President shall also preside at all meetings for Directors or meetings of Shareholders.

SECRETARY - The Corporate Secretary will in general be responsible for the records of the Corporation, which generally includes keeping minutes at any meeting, giving proper notice of any meeting, maintaining the Director and Shareholders registers and transfer records; and along with the President, sign stock certificates of the Corporation.

VICE PRESIDENT - The Corporate Vice-President will be responsible for the duties to be assigned by the Board of Directors.

TREASURER - The Corporate treasurer will be responsible for duties to be assigned by the Board of Directors.

OTHER OFFICERS - The directors may appoint other officers as they deem necessary.

201223601069

DATE 08/24/2012	DOCUMENT ID 201223601069	DESCRIPTION DOMESTIC FOR PROFIT CORP - ARTICLES (ARF)	FILING 125.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

Exhibit A-15

ABA ENERGY PARTNERS INC.
4474 RAYNOR COURT
MASON, OH 45040

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2130859

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ABA ENERGY PARTNERS INC.

and, that said business records show the filing and recording of:

Document(s):

DOMESTIC FOR PROFIT CORP - ARTICLES

Document No(s):

201223601069



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
21st day of August, A.D. 2012.

Jon Husted

Ohio Secretary of State

Exhibit B-1 “Jurisdiction of Operation”

ABA Energy Partners Inc.

ABA Energy Partners Inc. is a start-up company. As such they are not currently certified, licensed, or registered to provide services in any jurisdiction.

Exhibit B-2 "Experience and Plans"

ABA Energy Partners Inc.

Management Experience

ABA Energy Partners Inc. will be lead by the management team of April Wood, Brian Burns and Annabelen Hemelgarn.

April grew up in Ohio. She has been an entrepreneur and business owner, excelling in sales and marketing management for over sixteen years. April's entrepreneurial experience includes managing multi-million dollar accounts for clients such as Indy Car, Cincinnati Bengals, Cincinnati Reds, Prasco and Proctor & Gamble. April has experience in the energy industry as an independent business owner working with Xoom Energy and Connect One Energy in the electric and gas markets.

Annabelen is a graduate of Purdue University and University of Cincinnati. Annabelen holds a Bachelors of Science degree in food engineering from Purdue University and Masters in Design from University of Cincinnati, College of Design, Architecture and Planning. Annabelen has worked as an engineer for companies such as Frito Lay, designing efficient processes for food production. Annabelen has taught classes at Miami University and University of Cincinnati. She has been an entrepreneur and business owner for over fifteen years, doing marketing, design and promotions for such clients as Penske Racing, Hobart Corporation and Children's Hospital. Annabelen also has experience working with Xoom Energy in the gas market.

Brian is a graduate of DeVry University and Kennedy Western University. Brian holds an Associates of Applied Science in Electronics Technologies from DeVry University and a Bachelors of Science in Electrical Engineering from Kennedy Western University. Brian has worked in the Operations Management and Engineering Management disciplines for companies such as Pfizer and Imerys for over twenty years. A large part of Brian's career has been in the design and optimization of industrial processes, including power distribution systems and motor control centers. Brian has also worked with Connect One Energy in the electric market.

Plans

ABA Energy Partners Inc will contract and partner with energy suppliers to broker energy in an effort to facilitate the most cost effective energy supply to the consumer. We will work with the customer to assess their energy needs, educate them on the Competitive Electric Retail Supplier program, shop the market via agreements with various suppliers and provide the most cost effective solution for the customer's needs.

Pursuant to ORC Section 4928.10, ABA Energy Partners Inc. will procure competitive pricing from electric suppliers for the consumer. Documentation will be given to the customer prior to entering into an agreement.

Exhibit B-2 "Experience and Plans"

ABA Energy Partners Inc.

Documentation included in the pricing and cost analysis will contain the supply agreement from the various suppliers shopped. This will include any applicable switching fees, terms and conditions of pricing and service, conditions under which a consumer may rescind a contract without penalty as well as the terms identifying how consumers may switch or terminate service.

Exhibit B-3 "Summary of Experience"

ABA Energy Partners Inc.

Through the combined experience in working with Xoom Energy and Connect One Energy the management team of ABA Energy Partners has combined electric loads and represented two customers in the purchase retail electric services to date.

In both cases the electric usage and pricing for all respective sites was combined and totaled for use in shopping the market for the best available rate for the consumer. Annual savings as compared to historical usage and current costs of about \$2,400 and \$1,300 respectively were realized by the consumer.

Customers were classified as small to medium sized commercial, both having total loads of around 100,000 Kwhrs each.

Service areas include AEP, Duke and Dayton Power and Light.

Exhibit B-4 "Disclosure of Liabilities and Investigations"

ABA Energy Partners Inc.

ABA Energy Partners Inc. has no existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations or other matter that could adversely impact financial, operational status or the ability to provide power broker / aggregator services.

Exhibit C-1 "Annual Reports"

ABA Energy Partners Inc.

Exhibit C1 is not applicable as ABA Energy Partners Inc. is a start-up company.

Exhibit C-2 "SEC Filings"

ABA Energy Partners Inc.

Exhibit C2 is not applicable as ABA Energy Partners Inc. is a privately owned company.

Exhibit C-3 "Financial Statements"

ABA Energy Partners Inc.

Exhibit C3 is not applicable as ABA Energy Partners Inc. operations are in infancy.

Exhibit C-4 “Financial Arrangements”

ABA Energy Partners Inc.

Exhibit C4 is not applicable as ABA Energy Partners Inc. will be acting as a power broker and will not take title.

Exhibit C-5 "Forecasted Financial Statements"

ABA Energy Partners Inc.

ABA Energy Partners Inc. has conservatively forecasted sales of \$126,000 for year one, rising to \$151,000 for year two. Net profit will be reached in the first year. Through a combination of a proven business model, a strong management team, and this comprehensive energy business plan to guide the organization, ABA Energy Partners Inc. will be long lasting, profitable business.

General Assumptions			
	Year 1	Year 2	Year 3
Plan Month	1	2	3
Current Interest Rate	10.00%	10.00%	10.00%
Long-term Interest Rate	10.00%	10.00%	10.00%
Tax Rate	30.00%	30.00%	30.00%
Other	0	0	0

Forecasted Profit and Loss

Pro Forma Profit and Loss			
	Year 1	Year 2	Year 3
Sales	\$126,128	\$154,354	\$181,625
Direct Cost of Sales	\$63,064	\$75,675	\$90,812
Other Costs of Sales	\$0	\$0	\$0
Total Cost of Sales	\$63,064	\$75,675	\$90,812
Gross Margin	\$63,064	\$75,675	\$90,812
Gross Margin %	50.00%	50.00%	50.00%
Expenses			
Payroll	\$27,000	\$30,000	\$33,000
Sales and Marketing and Other Expenses	\$800	\$800	\$800
Depreciation	\$800	\$800	\$800
Professional Services	\$2,000	\$2,000	\$2,000
Utilities	\$2,400	\$2,400	\$2,400
Insurance	\$2,400	\$2,400	\$2,400
Payroll Taxes	\$4,050	\$4,500	\$4,950
Other	\$1800	\$1,800	\$1,800
Total Operating Expenses	\$41,250	\$44,700	\$48,150
Profit Before Interest and Taxes	\$21,814	\$30,975	\$42,662
EBITDA	\$23,614	\$32,775	\$44,462
Interest Expense	\$0	\$0	\$0
Taxes Incurred	\$0	\$9,292	\$12,371
Net Profit	\$21,814	\$23,483	\$32,091
Net Profit/Sales	17.3%	15.2%	17.7%

Exhibit C-5 "Forecasted Financial Statements"

ABA Energy Partners Inc.

Forecasted Cash Flow

<i>Pro Forma Cash Flow</i>				
		Year 1	Year 2	Year 3
Cash Received				
Cash from Operations				
Cash Sales		\$126,128	\$151,354	\$181,625
Subtotal Cash from Operations		\$126,128	\$151,354	\$181,625
Additional Cash Received				
Sales Tax, VAT, HST/GST Received		\$0	\$0	\$0
New Current Borrowing		\$0	\$0	\$0
New Other Liabilities (interest-free)		\$0	\$0	\$0
New Long-term Liabilities		\$0	\$0	\$0
Sales of Other Current Assets		\$0	\$0	\$0
Sales of Long-term Assets		\$0	\$0	\$0
New Investment Received		\$0	\$0	\$0
Subtotal Cash Received		\$126,128	\$151,354	\$181,625
Expenditures		Year 1	Year 2	Year 3
Expenditures from Operations				
Cash Spending		\$63,064	\$75,675	\$90,812
Bill Payments		\$41,250	\$44,700	\$60,521
Subtotal Spent on Operations		\$104,314	\$120,375	\$151,333
Additional Cash Spent				
Sales Tax, VAT, HST/GST Paid Out		\$0	\$0	\$0
Principal Repayment of Current Borrowing		\$0	\$0	\$0
Other Liabilities Principal Repayment		\$0	\$0	\$0
Long-term Liabilities Principal Repayment		\$0	\$0	\$0
Purchase Other Current Assets		\$0	\$0	\$0
Purchase Long-term Assets		\$0	\$0	\$0
Dividends		\$0	\$0	\$0
Subtotal Cash Spent		\$104,314	\$128,679	\$151,333
Net Cash Flow		\$21,814	\$22,675	\$30,292
Cash Balance		\$21,814	\$44,489	\$52,967

Exhibit C-5 "Forecasted Financial Statements"

ABA Energy Partners Inc.

Forecasted Balance Sheet

<i>Pro Forma Balance Sheet</i>	Year 1	Year 2	Year 3
Assets			
Current Assets			
Cash	\$21,814	\$44,489	\$52,967
Other Current Assets	\$0	\$0	\$0
Total Current Assets	\$21,814	\$44,289	\$52,967
Long-term Assets			
Long-term Assets	\$5,000	\$9,000	\$9,000
Accumulated Depreciation	\$1,800	\$3,600	\$5,400
Total Long-term Assets	\$3,200	\$5,400	\$3,600
Total Assets	\$25,014	\$49,689	\$56,567
Liabilities and Capital	Year 1	Year 2	Year 3
Current Liabilities			
Accounts Payable	\$2,795	\$6,169	\$6,898
Current Borrowing	\$0	\$0	\$0
Other Current Liabilities	\$0	\$0	\$0
Subtotal Current Liabilities	\$2,795	\$6,169	\$6,898
Long-term Liabilities	\$0	\$0	\$0
Total Liabilities	\$2,795	\$6,169	\$6,898
Paid-in Capital	\$20,000	\$20,000	\$20,000
Retained Earnings	(\$19,595)	\$2,219	\$24,894
Earnings	\$21,814	\$22,675	\$30,292
Total Capital	\$22,219	\$44,894	\$75,186
Total Liabilities and Capital	\$25,014	\$49,689	\$56,567
Net Worth	\$22,219	\$44,894	\$75,186

Prepared by:

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Exhibit C-6 "Credit Rating"

ABA Energy Partners Inc.

ABA Energy Partners Inc. is a start-up company, and as such, does not have a credit rating.

Exhibit C-7 "Credit Report"

ABA Energy Partners Inc.

ABA Energy Partners Inc. is a start-up company, and as such, there is no credit report available.

Exhibit C-8 "Bankruptcy Information"

ABA Energy Partners Inc.

ABA Energy Partners Inc. has not had any reorganizations, protection from creditors, or any other form of bankruptcy filings, including parent or affiliate organizations.

Exhibit C-9 “Merger Information”

ABA Energy Partners Inc.

ABA Energy Partners Inc. is a start-up company and has not been party to any dissolution, merger or acquisition.