



The Public Utilities Commission of Ohio

13-374-EL-AGG

PUCO USE ONLY		
Date Received	Case Number	Version
	13-374-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.

A. APPLICANT INFORMATION

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

Legal Name Beacom Energy, Inc.
Address 4320 Winfield Road, suite 200, Warrenville, IL 60555
Telephone # (708) 689-1010 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 Beacom Energy, Inc.
Address 4449 Easton Way, Suite 200, Columbus, OH 43219
Telephone # (614) 934-1839 Web site address (if any) _____

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

Beacom Energy, Inc.

A-4 Contact person for regulatory or emergency matters

Name Jean Beacom
Title President

This is to certify that the images appearing are an accurate and complete reproduction of a case file 1 document delivered in the regular course of business
Technician AW Date Processed 2/6/13

PUCO

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RECEIVED-DOCKETING DIV

Business address 4449 Easton Way, Suite 200, Columbus OH 43219

Telephone # (614) 934-1839

Fax # (614) 934-1001

E-mail address (if any) jean@beacomenergy.com

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

Name Jean Beacom

Title President

Business address 4449 Easton Way, Suite 200, Columbus OH 43219

Telephone # (614) 934-1839

Fax # (614) 934-1001

E-mail address (if any) jean@beacomenergy.com

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

Customer Service address 4449 Easton Way, Suite 200, Columbus OH 43219

Toll-free Telephone # (614) 934-1839

Fax # (614) 934-1001

E-mail address (if any) jean@beacomenergy.com

A-7 Applicant's federal employer identification number # 364416725

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

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☒ Corporation

☐ 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).

First Energy

☐ Ohio Edison

☐ Toledo Edison

☐ Cleveland Electric Illuminating

☐ Cincinnati Gas & Electric

☐ Monongahela Power

☒ American Electric Power

☒ Ohio Power

☒ Columbus Southern Power

☒ Dayton Power and Light

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

☐ Residential

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☒ Mercantile

☒ Mercantile

☒ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

☐ Industrial

☐ Industrial

☒ Industrial

☒ Industrial

☒ Industrial

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

March 1, 2013

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:

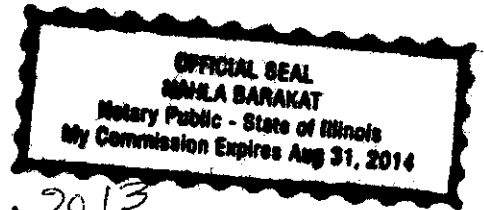
C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.

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.

J. Baum President
Signature of Applicant & Title



Sworn and subscribed before me this 1st day of Feb, 2013
Month Year

Nahla Barakat
Signature of official administering oath

Nahla Barakat (Banker)
Print Name and Title

My commission expires on 8/31/2014

AFFIDAVIT

State of Illinois

Naperville
ss.
(Town)

County of DuPage

Jean Beacom, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the President (Office of Affiant) of Beacom Energy, Inc. (Name of Applicant);

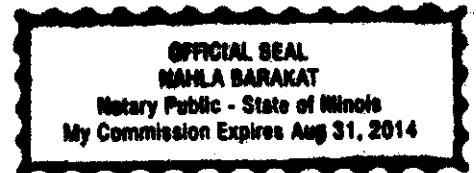
That he/she is authorized to and does make this affidavit for said Applicant,

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.

[Signature] President
Signature of Affiant & Title



Sworn and subscribed before me this 1st day of Feb, 2013
Month Year

Nahla Barakat
Signature of official administering oath

Nahla Barakat (Banker)
Print Name and Title

My commission expires on 8/31/2014



4320 Winfield Road, Suite 200
Warrenville, IL 60555

Exhibit A-11 "Principal Officers, Directors & Partners"

Jean Beacom
President & Sole Owner
4320 Winfield Road, Suite 200
Warrenville, IL 60555
Phone: 708-689-1010
Fax: 708-406-1597

Exhibit A-12 "Corporate Structure"

Beacom Energy, Inc. has no affiliates. Jean Beacom is Beacom Energy, Inc's sole owner.

Beacom Energy, Inc. Organizational Chart

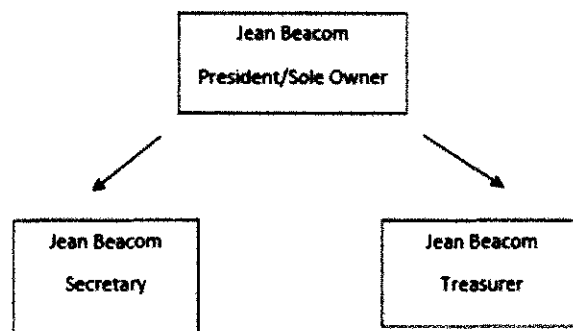


Exhibit A-13 "Company History"

Beacom Energy Consulting, Inc. was started in January 2001 and the name was recently changed to Beacom Energy, Inc. in August 2012. Beacom Energy, Inc. is an S Corporation and is registered in the State of Illinois. Beacom Energy, Inc. is only licensed in Illinois as an Agent, Broker, and Consultant and is not licensed in any other State at this time. Jean Beacom has always been 100% owner of Beacom Energy, Inc. and Beacom Energy, Inc. has never had any affiliates.

Beacom Energy, Inc. focuses on strategy and future opportunities by understanding the customer and maintaining high customer satisfaction levels. Beacom has grown its client base in Illinois to over 2,000 natural gas and electric accounts.

Beacom Energy, Inc. continues to work with suppliers in Illinois to assist customers with their procurement in order to reduce costs and provide a risk management strategies for its customers.

Beacom Energy, Inc. is now filing for a Power Broker license in Ohio so Beacom can assist Ohio commercial, mercantile, and industrial customers as it does in Illinois.

Exhibit A-14 - "Articles of
Incorporation
and Bylaws"

File Number 6144-776-8

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8781/0097 03 001 Page 1 of 3

2001-01-23 14:29:38

Cook County Recorder

25.50



0010057975

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
BEACOM ENERGY CONSULTING, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 16TH
day of JANUARY A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1999)

Jesse White
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

FILED

JAN 16 2001

JESSE WHITE
 SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date 1-16-01

Franchise Tax \$25.00

Filing Fee \$75.00

Approved: *z* \$100.001. CORPORATE NAME: Beacom Energy Consulting, Inc.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Jean A. Beacom

First Name

Middle Initial

Last name

Initial Registered Office: 801 S. Home, Apt. #1

Number

Street

Suite #

Oak Park,

IL

60304

City

County

Zip Code

3. Purpose or purposes for which the corporation is organized:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Action of 1983.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ No par	10,000	1,000	\$ 1,000.00

TOTAL = \$1,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

RETURNED TO: JOHN GORMAN
 150 N. Wacker, STE 1100
 CHGO. ILL. 60606

(over)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
- (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address | City, State, ZIP |
|------|---------------------|------------------|
| | | |
| | | |
| | | |

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated JANUARY 8, 2001
(Month & Day) Year

	Signature and Name
1.	<u>Jean A. Beacom</u> Signature Jean A. Beacom (Type or Print Name)
2.	<u> </u> Signature (Type or Print Name)
3.	<u> </u> Signature (Type or Print Name)

	Address
1.	<u>801 S. Home, Apt. #1</u> Street <u>Oak Park, IL 60304</u> City/Town State ZIP Code
2.	<u> </u> Street City/Town State ZIP Code
3.	<u> </u> Street City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The **minimum total due** (franchise tax + filing fee) is **\$100**.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-9522 or 782-9523



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 31, 2012

6144-776-8

BEACOM ENERGY, INC.
JEAN A BEACOM
2108 PALMER CIR
NAPERVILLE, IL 60564

RE BEACOM ENERGY, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 10.30** (rev. Dec. 2003)
ARTICLES OF AMENDMENT
Business Corporation Act

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

FILED

AUG 31 2012

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to Secretary of State.

File # 6144 7748

Filing Fee: \$50

Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on page 4.): Beacom Energy Consulting, Inc.

2. Manner of Adoption of Amendment:

The following amendment to the Articles of Incorporation was adopted on August 20th, 2012
in the manner indicated below: Month & Day Year

Mark an "X" in one box only.

By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)

☐ By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)

☒ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:

a. When amendment effects a name change, insert the New Corporate Name below. Use page 2 for all other amendments.

Article I: Name of the Corporation: Beacom Energy, Inc.

New Name

(All changes other than name include on page 2.)


Text of Amendment

- b. If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.
For more space, attach additional sheets of this size.

No change to purpose

5. a. The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital is as follows (if not applicable, insert "No change"):
(Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)
No Change

- | | | |
|------------------|------------------|-----------------|
| | Before Amendment | After Amendment |
| Paid-in Capital: | \$ _____ | \$ _____ |

Dated August 20, 2012
Month & Day Year

Any Authorized Officer's Signature
Jean Beacom/President
Name and Title (type or print)

Beacom Energy Consulting, Inc.
Exact Name of Corporation

- | | |
|--|--|
| | |
| | |
| | |
| | |
| | |

BY-LAWS
OF
BEACOM ENERGY CONSULTING, INC.

ARTICLE I

OFFICES

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the state.

ARTICLE II

SHAREHOLDERS

SECTION 1. ANNUAL MEETING. An annual meeting of the shareholders shall be held on the Third Tuesday in May of each year or at such time as the board of directors may designate for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders may be called either by the president, by the board of directors or by the holders of not less than one-fifth of all the outstanding shares of the corporation entitled to vote, for the purpose or purposes stated in the call of the meeting.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be at.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, or in the case of a merger,

consolidation, share exchange, dissolution or sale, lease or exchange of assets not less than 20 nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. FIXING OF RECORD DATE. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than 60 days and for a meeting of shareholders, not less than 10 days, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. A determination of shareholders shall apply to any adjournment of the meeting.

SECTION 6. VOTING LISTS. The officer or agent having charge of the transfer book for shares of the corporation shall make, within 20 days after the record date for a meeting of shareholders or 10 days before such meeting, whichever is earlier, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of 10 days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder, and to copying at the shareholder's expense, at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this State, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

SECTION 7. QUORUM. The holders of a majority of the outstanding shares of the corporation entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of shareholders, but in no event shall a quorum consist of less than one-third of the outstanding shares entitled so to vote; provided that if less than a majority of the outstanding shares are represented at said meeting, a majority of the shares so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Business Corporation Act, the articles of incorporation or these by-laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of shareholders from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 8. PROXIES. Each shareholder may appoint a proxy to vote or otherwise act for him or her by signing an appointment form and delivering it to the person so appointed, but no such proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

SECTION 9. VOTING OF SHARES. Each outstanding share, regardless of class, shall be entitled to one vote in each matter submitted to vote at a meeting of shareholders, and in all elections for directors, every shareholder shall have the right to vote the number of shares owned by such shareholder for as many persons as there are directors multiplied by the number of such shares or to distribute such cumulative votes in any proportion among any number of candidates. Each shareholder may vote either in person or by proxy as provided in SECTION 8 hereof.

SECTION 10. VOTING OF SHARES BY CERTAIN HOLDERS. Shares held by the corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares entitled to vote at any given time.

Shares registered in the name of another corporation, domestic or foreign, may be voted by any officer, agent, proxy or other legal representative authorized to vote such shares under the law of incorporation of such corporation.

Shares registered in the name of a deceased person, a minor ward or a person under legal disability, may be voted by his or her administrator, executor or court appointed guardian, either in person or by proxy without a transfer of such shares into the name of such administrator, executor or court appointed guardian. Shares registered in the name of a trustee may be voted by him or her, either in person or by proxy.

Shares registered in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority to do so is contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Any number of shareholders may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, for a period not to exceed 10 years, by entering into a written voting trust agreement specifying the terms and conditions of the voting trust, and by transferring their shares to such trustee or trustees for the purpose of the agreement. Any such trust agreement shall not become effective until a counterpart of the agreement is deposited with the corporation at its registered office. The counterpart of the voting trust agreement so deposited with the corporation shall be subject to the same right of examination by a shareholder of the corporation, in person or by agent or attorney, as are the books and records of the corporation, and shall be subject to examination by any holder of a beneficial interest in the voting trust, either in person or by agent or attorney, at any reasonable time for any proper purpose.

Shares of its own stock belonging to this corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time, but shares of its own stock held by it in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares at any given time.

SECTION 11. CUMULATIVE VOTING. In all elections for directors, every shareholder shall have the right to vote in person or by proxy, the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate such votes, and give one candidate as many votes as the number of directors multiplied by the number of his/her shares shall equal, or to distribute them on the same principle among as many candidates as he/she shall think fit.

The articles of incorporation may be amended to limit or eliminate cumulative voting rights in all or specified circumstances, or to limit or deny voting rights or to provide special voting rights as to any class or classes or series of shares of the corporation.

SECTION 12. INSPECTORS. At any meeting of shareholders, the presiding officer may, or upon the request of any shareholder, shall appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of shares represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the shareholders.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be prima facie evidence thereof.

SECTION 13. INFORMAL ACTION BY SHAREHOLDERS. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken shall be signed (a) if 5 days prior notice of the proposed action is given in writing to all of the shareholders entitled to vote with respect to the subject matter hereof, by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting or (b) by all of the shareholders entitled to vote with respect to the subject matter thereof.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given in writing to those shareholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate under any section of the Business Corporation Act if such action had been voted on by the shareholders at a meeting thereof, the certificate filed under such selection shall state, in lieu of any statement required by such section concerning any vote of shareholders, that written notice and consent have been given in accordance with the provisions of the Business Corporation Act governing informal action by shareholders.

SECTION 14. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business of the corporation shall be managed by or under the direction of its board of directors. A majority of the board of directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be one. Each director shall hold office until the next annual meeting of shareholders; or until his successor shall have been elected and qualified. Directors need not be residents of Illinois or shareholders of the corporation. The number of directors may be increased or decreased from time to time by the amendment of this section. No decrease shall have the effect of shortening the term of any incumbent director.

SECTION 3. REGULAR MEETINGS. A regular meeting of the board of directors shall be held without other notice than this by-law, immediately after the annual meeting of shareholders. The board of directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least days previous thereto by written notice to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of directors fixed by these by-laws shall constitute a quorum for transaction of business at any meeting of the board of directors, provided

that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

SECTION 8. VACANCIES. Any vacancy on the board of directors may be filled by election at the next annual or special meeting of shareholders. A majority of the board of directors may fill any vacancy prior to such annual or special meeting of shareholders.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, by a majority of shareholders if the notice of the meeting names the director or directors to be removed at said meeting.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 11. COMPENSATION. The board of directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise notwithstanding any director conflict of interest. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 12. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 13. COMMITTEES. A majority of the board of directors may create one or more committees of two or more members to exercise appropriate authority of the board of directors. A majority of such committee shall constitute a quorum for transaction of business. A committee may transact business without a meeting by unanimous written consent.

ARTICLE IV

OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall be a president, one or more vice-presidents, a treasurer, a secretary, and such other officers as may be elected or appointed by the board of directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he/she shall be in charge of the business of the corporation; he shall see that the resolutions and directions of the board of directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the board of directors; and, in general, he/she shall discharge

all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. He shall preside at all meetings of the shareholders and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he may execute for the corporation certificates for its shares, and any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

SECTION 5. THE VICE-PRESIDENTS. The vice-president (or in the event there be more than one vice-president, each of the vice-presidents) shall assist the president in the discharge of his/her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors. In the absence of the president or in the event of his/her inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of seniority of tenure as vice president) shall perform the duties of the president, and when so acting, shall have the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, the vice president (or each of them if there are more than one) may execute for the corporation certificates for its shares and any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. THE TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge

and custody of all funds and securities of the corporation, and be responsible therefor and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors may determine.

SECTION 7. THE SECRETARY. The secretary shall: (a) record the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post-office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) sign with the president, or a vice-president, or any other officer thereunto authorized by the board of directors, certificates for shares of the corporation, the issue of which shall have been authorized by the board of directors, and any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the board of directors or these by laws; (f) have general charge of the stock transfer books of the corporation; (g) have authority to certify the by-laws, resolutions of the shareholders and board of directors and committees thereof, and other documents of the corporation as true and correct copies thereof, and (h) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors. The assistant secretaries may sign with the president, or a vice-president, or any other officer thereunto authorized by the board of directors, certificates for shares of the corporation, the issue of which shall have been authorized by the board of directors, and any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the board of directors or these by-laws. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

SECTION 9. SALARIES. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of

the fact that he is also a director of the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness if issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the board of directors may select.

ARTICLE VI

SHARES AND THEIR TRANSFER

SECTION 1. SHARES REPRESENTED BY CERTIFICATES AND UNCERTIFICATED SHARES. Shares either shall be represented by certificates or shall be uncertificated shares.

Certificates representing shares of the corporation shall be signed by the appropriate officers and may be sealed with the seal or a facsimile of the seal of the corporation. If a certificate is countersigned by a transfer agent or registrar, other than the corporation or its employee, any other signatures may be facsimile. Each certificate representing shares shall be consecutively numbered or otherwise identified, and shall also state the name of the person to whom issued, the number and class of shares (with designation of series, if any), the date of issue, and that the corporation is organized under Illinois law. If the corporation is authorized to issue shares of more than one class or of series within a class, the certificate shall also contain such information or statement as may be required by law.

Unless prohibited by the articles of incorporation, the board of directors may provide by resolution that some or all of

any class or series of shares shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until the certificate has been surrendered to the corporation. Within a reasonable time after the issuance or transfer of uncertificated shares, the corporation shall send the registered owner thereof a written notice of all information that would appear on a certificate. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares shall be identical to those of the holders of certificates representing shares of the same class and series.

The name and address of each shareholder, the number and class of shares held and the date on which the shares were issued shall be entered on the books of the corporation. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

SECTION 2. LOST CERTIFICATES. If a certificate representing shares has allegedly been lost or destroyed the board of directors may in its discretion, except as may be required by law, direct that a new certificate be issued upon such indemnification and other reasonable requirements as it may impose.

SECTION 3. TRANSFERS OF SHARES. Transfer of shares of the corporation shall be recorded on the books of the corporation. Transfer of shares represented by a certificate, except in the case of a lost or destroyed certificate, shall be made on surrender for cancellation of the certificate for such shares. A certificate presented for transfer must be duly endorsed and accompanied by proper guaranty of signature and other appropriate assurances that the endorsement is effective. Transfer of an uncertificated share shall be made on receipt by the corporation of an instruction from the registered owner or other appropriate person. The instruction shall be in writing or a communication in such form as may be agreed upon in writing by the corporation.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE VIII

DISTRIBUTIONS

The board of directors may authorize, and the corporation may make, distributions to its shareholders, subject to any restrictions in its articles of incorporation or provided by law.

ARTICLE IX

SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of The Business Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. To the extent that a director, officer, employee, or agent of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding

referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

SECTION 4. Any indemnification under sections 1 and 2 shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

SECTION 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this article.

SECTION 6. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these sections.

SECTION 8. If the corporation has paid indemnity or had advanced expenses to a director, officer, employee or agent, the corporation shall report the indemnification or advance in

writing to the shareholders with or before the notice of the next shareholders' meeting.

SECTION 9. References to "the corporation" shall include, in addition to the surviving corporation, any merging corporation, including any corporation having merged with a merging corporation, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its directors, officers, and employees or agents.

ARTICLE XII

AMENDMENTS

Unless the power to make, alter, amend or repeal the by-laws is reserved to the shareholders by the articles of incorporation, the by-laws of the corporation may be made, altered, amended or repealed by the shareholders or the board of directors, but no by-law adopted by the shareholders may be altered, amended or repealed by the board of directors if the by-laws so provide. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the articles of incorporation.

Exhibit
A-15

201302900737

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/30/2013	201302900737	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	125.00	100.00	.00	.00	.00

Receipt

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

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2169128

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
BEACOM ENERGY, INC.

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

Document(s):

FOREIGN FOR PROFIT CORPORATION - LICENSE

Document No(s):

201302900737

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



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
29th day of January, A.D. 2013.

Jon Husted

Ohio Secretary of State



4320 Winfield Road, Suite 200
Warrenville, IL 60555

Exhibit B-1 "Jurisdiction of Operations"

Beacom Energy, Inc. is licensed in Illinois as a licensed agent, broker, and consultant. Beacom Energy, Inc. is not licensed as an agent, broker, and consultant in any other State except that of Illinois. Beacom Energy, Inc. will not be contracting as a wholesale supplier with commercial, mercantile, and industrial customers.

Beacom Energy, Inc. is not affiliated with any other company.

Exhibit B-2 "Experience & Plans"

Beacom Energy, Inc. has assisted key partners navigate the tumultuous markets and the explosion of opportunity that presented itself within the electric industry in Illinois. Beacom has emerged as an industry stalwart, experiencing continual growth and success while remaining true to its fundamental mantra of exceptional service to its clients.

Jean Beacom has demonstrated a complete understanding of power and gas markets. She has driven her success through strategic positioning, sound financial administration, and an intuitive ability to select and manage business relationships spanning various industries in the public and private sectors.

Beacom Energy, Inc. does not contract with customers directly for energy services in Illinois or does it plan to in Ohio. Beacom will assist customers in finding an electricity supplier that fits their needs. Beacom does not provide billing statements since this comes straight from the energy supplier with which the customer has contracted.

Beacom Energy, Inc. will respond to customer complaints as represented in Section 4928.10 of the Revised Code. Beacom will mitigate complaints by carefully explaining to customers the energy services contract, pricing, terms, and switching fees. Beacom will work with suppliers who also follow the code as such and disclose the necessary items on customer bills.

Exhibit B-3 "Summary of Experience"

Beacom Energy, Inc. has experience in Illinois working with local governments to help them better understand municipal aggregation and what aggregation means to their residents. Beacom Energy, Inc. did not supply municipalities with electricity. Beacom provided them with a supplier's offering and explained the necessary steps to make this happen within their municipality. Furthermore, Beacom has gone out to city council and board meetings to educate the public in Illinois since this was a new concept.

In Ohio, Beacom Energy, Inc. does not intend to work with local governments to help them procure electricity for their municipality.

Exhibit B-4 "Disclosure of Liabilities and Investigations"

This section is not applicable to Beacom Energy, Inc. There are no existing, pending, or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact Beacom's financial or operational status or ability to provide the services it is seeking to be certified.



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Exhibit C-1 "Annual Reports"

Beacom Energy, Inc. is a private company. This section is not applicable to Beacom due to the size of the company.



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Exhibit C-2 "SEC Filings"

Beacom Energy, Inc. is a private company. This section is not applicable to Beacom due to the size of the company.



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Exhibit C-3 "Financial Statements"

Beacom Energy, Inc. has provided two most recent years of audited financial statements which includes balance sheet, income statement, and cash flow statement. These are officer certified financial statements.

Exhibit C-3

Financial
Statement

Beacom Energy, Inc.
Statement of Cash Flows
January through December 2011

	Jan - Dec 11
OPERATING ACTIVITIES	
Net Income	267,659.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Business loan	56,929.00
Credit card	3,246.00
Payroll Liabilities	-93,998.88
Net cash provided by Operating Activities	233,835.12
INVESTING ACTIVITIES	
Accumulated Depreciation	78,315.00
Furniture and Equipment	-78,315.00
Net cash provided by Investing Activities	0.00
FINANCING ACTIVITIES	
Auto loan	50,862.00
Capital Stock	1,000.00
Retained Earnings	438,223.92
Shareholder Distributions	-371,972.00
Net cash provided by Financing Activities	118,113.92
Net cash increase for period	351,949.04
Cash at beginning of period	13,632.59
Cash at end of period	365,581.63

Exhibit C-3

Beacom Energy, Inc.
Statement of Cash Flows
January through December 2010

Financial
Statement

	Jan - Dec 10
OPERATING ACTIVITIES	
Net Income	206,713.26
Adjustments to reconcile Net Income to net cash provided by operations:	
Loan - BRI	1,800.00
Business loan	70,000.00
Credit card	1,214.00
Net cash provided by Operating Activities	279,727.26
INVESTING ACTIVITIES	
Accumulated Depreciation	67,145.00
Furniture and Equipment	-67,145.00
Net cash provided by investing Activities	0.00
FINANCING ACTIVITIES	
Auto loan	55,588.00
Retained Earnings	-154,569.00
Shareholder Distributions	-177,115.00
Net cash provided by Financing Activities	-276,096.00
Net cash increase for period	3,631.26
Cash at beginning of period	10,001.33
Cash at end of period	<u>13,632.59</u>

Beacom Energy Consulting, Inc.**Balance Sheet****As of December 31, 2011**

	<u>Dec 31, 11</u>
ASSETS	
Current Assets	
Checking/Savings	
checking	<u>7,801.00</u>
Total Checking/Savings	<u>7,801.00</u>
Total Current Assets	<u>7,801.00</u>
Fixed Assets	
Accumulated Depreciation	<u>-78,315.00</u>
Furniture and Equipment	<u>78,315.00</u>
Total Fixed Assets	<u>0.00</u>
TOTAL ASSETS	<u>7,801.00</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Business loan	<u>56,929.00</u>
Credit card	<u>3,246.00</u>
Payroll Liabilities	<u>77.00</u>
Total Other Current Liabilities	<u>60,252.00</u>
Total Current Liabilities	<u>60,252.00</u>
Long Term Liabilities	
Auto loan	<u>50,862.00</u>
Total Long Term Liabilities	<u>50,862.00</u>
Total Liabilities	<u>111,114.00</u>
Equity	
Capital Stock	<u>1,000.00</u>
Shareholder Distributions	<u>-371,972.00</u>
Net Income	<u>267,659.00</u>
Total Equity	<u>-103,313.00</u>
TOTAL LIABILITIES & EQUITY	<u>7,801.00</u>

Beacom Energy Consulting, Inc.**Balance Sheet**

As of December 31, 2010

	Dec 31, 10
ASSETS	
Current Assets	
Checking/Savings	
checking	13,632.59
Total Checking/Savings	13,632.59
Total Current Assets	13,632.59
Fixed Assets	
Accumulated Depreciation	-78,315.00
Furniture and Equipment	78,315.00
Total Fixed Assets	0.00
TOTAL ASSETS	13,632.59
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Business loan	70,000.00
Credit card	1,214.00
Payroll Liabilities	56.00
Total Other Current Liabilities	71,270.00
Total Current Liabilities	71,270.00
Long Term Liabilities	
Auto loan	55,588.00
Total Long Term Liabilities	55,588.00
Total Liabilities	126,858.00
Equity	
Capital Stock	1,000.00
Retained Earnings	10,745.33
Shareholder Distributions	-331,684.00
Net Income	206,713.26
Total Equity	-113,225.41
TOTAL LIABILITIES & EQUITY	13,632.59

Beacom Energy Consulting, Inc.**Profit & Loss**

January through December 2011

	<u>Jan - Dec 11</u>
Ordinary Income/Expense	
Income	
Consulting Income	432,000.00
Total Income	<u>432,000.00</u>
Gross Profit	432,000.00
Expense	
Accounting fees	1,500.00
Automobile Expense	8,842.00
Business gifts	190.00
Charitable contributions	560.00
Computer expenses	100.00
Continuing Education	5,187.00
Filing fees	100.00
Health Insurance	17,777.00
IL Replacement Tax	3,163.00
Insurance Expense	2,118.82
Interest Expense	3,753.00
Internet fees	660.00
Meals and Entertainment	8,372.00
Office expenses	2,105.00
Office Supplies	500.00
Officer's Salary	80,000.00
Payroll Expenses	6,286.18
Retirement contributions	2,000.00
Subcontractors	16,561.00
Telephone Expense	4,566.00
Total Expense	<u>164,341.00</u>
Net Ordinary Income	<u>267,659.00</u>
Net Income	<u><u>267,659.00</u></u>

Beacom Energy Consulting, Inc.
Profit & Loss
January through December 2010

	<u>Jan - Dec 10</u>
Ordinary Income/Expense	
Income	
Consulting Income	827,455.00
Total Income	<u>827,455.00</u>
Cost of Goods Sold	
Purchases	359,536.00
Total COGS	<u>359,536.00</u>
Gross Profit	467,919.00
Expense	
Accounting fees	1,500.00
Automobile Expense	9,695.00
Bank Service Charges	70.00
Business gifts	100.00
Charitable contributions	275.00
Continuing Education	7,285.00
Depreciation Expense	67,145.00
Filing fees	125.00
Health insurance	15,974.74
IL Replacement Tax	2,477.00
Insurance Expense	1,509.00
Interest Expense	1,414.00
Meals and Entertainment	8,255.00
Miscellaneous	23.00
Office expenses	6,607.00
Office Supplies	308.00
Officer's Salary	96,000.00
Payroll Expenses	7,481.00
Professional Fees	600.00
Retirement contributions	1,100.00
Subcontractors	26,325.00
Telephone Expense	6,457.00
Utilities	480.00
Total Expense	<u>261,205.74</u>
Net Ordinary Income	<u>206,713.26</u>
Net Income	<u><u>206,713.26</u></u>

Exhibit C-4 "Financial Arrangements"

This section is not applicable to Beacom Energy, Inc. Beacom will not be conducting business as a CRES nor will be taking title of the electricity.

Exhibit C-5 "Forecasted Financial Statements"

Beacom Energy, Inc. has provided two years of forecasted financial statements.

- Balance Sheet
- Income Statement
- Cash Flow Statement

The forecasted financials have been approved by the owner.

The tax preparer is:

Scott Zdanek

Palmer Tax & Consulting, Inc.

7809 W. 159th St

Tinley Park, IL 60477

Office: (708) 444-0008

Fax: (708) 444-0009

Email: scott@palmertax.net

Beacom Energy, Inc.
Profit & Loss Forecast Overview
January through December 2013

	<u>Jan - Dec 13</u>
Ordinary Income/Expense	
Income	
Consulting Income	360,000.00
Total Income	<u>360,000.00</u>
Gross Profit	360,000.00
Expense	
Accounting fees	1,500.00
Automobile Expense	9,000.00
Business gifts	200.00
Charitable contributions	600.00
Computer expenses	100.00
Filing fees	100.00
Health Insurance	18,000.00
IL Replacement Tax	4,000.00
Insurance Expense	2,200.00
Interest Expense	3,700.00
Internet fees	700.00
Meals and Entertainment	9,000.00
Office expenses	2,200.00
Office Supplies	500.00
Officer's Salary	60,000.00
Rent Expense	2,400.00
Retirement contributions	2,400.00
Subcontractors	15,000.00
Telephone Expense	4,800.00
Travel Expense	2,000.00
Total Expense	<u>138,400.00</u>
Net Ordinary Income	<u>221,600.00</u>
Net Income	<u>221,600.00</u>

Beacom Energy, Inc.
Profit & Loss Forecast Overview
January through December 2014

	Jan - Dec 14
Ordinary Income/Expense	
Income	
Consulting Income	400,000.00
Total Income	400,000.00
Gross Profit	400,000.00
Expense	
Accounting fees	1,500.00
Automobile Expense	9,000.00
Business gifts	200.00
Charitable contributions	600.00
Computer expenses	100.00
Filing fees	100.00
Health Insurance	18,000.00
IL Replacement Tax	4,000.00
Insurance Expense	2,200.00
Interest Expense	3,500.00
Internet fees	700.00
Meals and Entertainment	9,000.00
Office expenses	2,200.00
Office Supplies	500.00
Officer's Salary	60,000.00
Rent Expense	2,400.00
Retirement contributions	2,400.00
Subcontractors	15,000.00
Telephone Expense	4,800.00
Travel Expense	2,000.00
Total Expense	138,200.00
Net Ordinary Income	261,800.00
Net Income	261,800.00

Beacom Energy, Inc.
Balance Sheet - Forecast
As of December 31, 2013

	Dec 31, 13
ASSETS	
Current Assets	
Checking/Savings checking	10,000.00
Total Checking/Savings	10,000.00
Other Current Assets	
Loan due from J. Beacom	88,000.00
Total Other Current Assets	88,000.00
Total Current Assets	98,000.00
Fixed Assets	
Accumulated Depreciation	-78,315.00
Furniture and Equipment	78,315.00
Total Fixed Assets	0.00
TOTAL ASSETS	<u>98,000.00</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Business loan	29,000.00
Credit card	2,000.00
Payroll Liabilities	42.00
Total Other Current Liabilities	31,042.00
Total Current Liabilities	31,042.00
Long Term Liabilities	
Auto loan	39,500.00
Total Long Term Liabilities	39,500.00
Total Liabilities	70,542.00
Equity	
Capital Stock	1,000.00
Retained Earnings	725,117.59
Shareholder Distributions	-920,259.59
Net Income	221,600.00
Total Equity	27,458.00
TOTAL LIABILITIES & EQUITY	<u>98,000.00</u>

Beacom Energy, Inc.
Balance Sheet - Forecast
As of December 31, 2014

	Dec 31, 14
ASSETS	
Current Assets	
Checking/Savings checking	10,000.00
Total Checking/Savings	10,000.00
Other Current Assets	
Loan due from J. Beacom	76,000.00
Total Other Current Assets	76,000.00
Total Current Assets	86,000.00
Fixed Assets	
Accumulated Depreciation	-78,315.00
Furniture and Equipment	78,315.00
Total Fixed Assets	0.00
TOTAL ASSETS	86,000.00
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Business loan	17,000.00
Credit card	2,000.00
Payroll Liabilities	42.00
Total Other Current Liabilities	19,042.00
Total Current Liabilities	19,042.00
Long Term Liabilities	
Auto loan	32,500.00
Total Long Term Liabilities	32,500.00
Total Liabilities	51,542.00
Equity	
Capital Stock	1,000.00
Retained Earnings	946,717.59
Shareholder Distributions	-1,175,059.59
Net Income	261,800.00
Total Equity	34,458.00
TOTAL LIABILITIES & EQUITY	86,000.00

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Beacom Energy, Inc.
Statement of Cash Flows - Forecast
January through December 2013

	<u>Jan - Dec 13</u>
OPERATING ACTIVITIES	
Net Income	221,600.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Loan due from J. Beacom	12,000.00
Business loan	<u>-12,000.00</u>
Net cash provided by Operating Activities	221,600.00
FINANCING ACTIVITIES	
Auto loan	-8,000.00
Shareholder Distributions	<u>-216,266.17</u>
Net cash provided by Financing Activities	<u>-222,266.17</u>
Net cash increase for period	-666.17
Cash at beginning of period	<u>10,666.17</u>
Cash at end of period	<u><u>10,000.00</u></u>

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02/02/13

Beacom Energy, Inc.
Statement of Cash Flows - Forecast
January through December 2014

	Jan - Dec 14
OPERATING ACTIVITIES	
Net Income	261,800.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Loan due from J. Beacom	12,000.00
Business loan	-12,000.00
Net cash provided by Operating Activities	261,800.00
FINANCING ACTIVITIES	
Auto loan	-7,000.00
Shareholder Distributions	-254,800.00
Net cash provided by Financing Activities	-261,800.00
Net cash increase for period	0.00
Cash at beginning of period	10,000.00
Cash at end of period	<u>10,000.00</u>



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Exhibit C-6 "Credit Rating"

Beacom Energy, Inc. is a private company and does not have a credit rating established.

Exhibit C-7 "Credit Report"

Beacom Energy, Inc. is a private company and does not have a credit report.

Exhibit C-8 "Bankruptcy Information"

Beacom Energy, Inc. has no bankruptcy information to report.



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Exhibit C-9 "Merger Information"

Beacom Energy, Inc. has never gone through a merger or acquisition.