



14-2137-CA AGG

The Public Utilities Commission of Ohio

CERTIFICATION FILING INSTRUCTIONS COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

- I. **Where to File:** Applications should be sent to: Public Utilities Commission of Ohio (PUCO or Commission), Docketing Division, 180 East Broad Street, Columbus Ohio 43215-3793.
- II. **What to File:** Applicant must submit one original notarized application signed by a principal officer and three copies, including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. *For example, Exhibit A-15 should be marked "Exhibit A-15 - Corporate Structure."* All pages should be numbered and attached in a sequential order.
- III. **Which Forms to File:** Entities, other than governmental aggregators, that will aggregate customers or suppliers to provide competitive retail natural gas services must file a "Certification Application for Retail Natural Gas Brokers/Aggregators" form. Governmental aggregators must file a "Certification Application for Governmental Aggregators" form and retail natural gas suppliers must file a "Certification Application for Retail Natural Gas Suppliers" form. If a broker/aggregator will provide competitive retail natural gas marketer services, in addition to broker and aggregator services, it must file a "Certification Application for Retail Natural Gas Suppliers" form. Checkboxes are provided on the form to indicate desired status.

A summary of Competitive Retail Natural Gas Service (CRNGS) definitions (from the Commission's certification rules) is provided below to help applicants determine which application form to use. Three separate application forms are provided, one each for the following services.

- **Competitive Retail Natural Gas Supplier (Marketer, Broker, Aggregator)**
- **Competitive Retail Natural Gas Broker/Aggregator**
- **Ohio Natural Gas Governmental Aggregator**

IV. **Certified Entity Service Definitions:**

Competitive Retail Natural Gas Service - any retail natural gas service that may be competitively offered to consumers in this state.

Competitive Retail Natural Gas Supplier - a person that is engaged in a for-profit or not-for-profit basis in the business of supplying or arranging for the supply of a CRNGS to consumers in this state that are not mercantile customers. "Retail natural gas supplier" includes a marketer, broker, or aggregator, but excludes a natural gas company, a governmental aggregator, a billing or collection agent, and a producer or gatherer of gas that is not a natural gas company.

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Competitive Retail Natural Gas Marketing Service – assuming the contractual and legal responsibility for the sale and provision of CRNGS to a retail natural gas customer in this state and having title to natural gas at some point during the transaction.

Competitive Retail Natural Gas Brokerage Service – assuming the contractual and legal responsibility for the sale and/or arrangement for the supply of CRNGS to a retail customer in this state without taking title to the natural gas.

Competitive Retail Natural Gas Broker - a person who provides retail natural gas brokerage service.

Competitive Retail Natural Gas Aggregation Service - combining the natural gas load of multiple retail residential customers or small commercial customers via an agreement with the customers for the purpose of purchasing retail natural gas service on an aggregated basis.

Competitive Retail Natural Gas Aggregator - a person who contracts with customers to combine the customers' natural gas load for the purposes of purchasing CRNGS on an aggregated basis.

Natural Gas Governmental Aggregator - The legislative authority of a municipal corporation, the board of township trustees, or a board of county commissioners acting exclusively under Section 4929.26 or 4929.27 of the Revised Code as an aggregator for the provision of CRNGS. For the purposes of this definition, "governmental aggregator" specifically excludes a municipal corporation acting exclusively under Section 4 of Article XVIII, Ohio Constitution, as an aggregator for the provision of CRNGS.

- V. ***Application Form:*** The application form is available on the PUCO Web site, www.puco.ohio.gov or directly from the Commission located at: Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.
- VI. ***Confidentiality:*** If any of an applicant's answers require the applicant to disclose what the applicant believes to be privileged or confidential information not otherwise available to the public, the applicant should designate at each point in the application that the answer requires the applicant to disclose privileged and confidential information. Applicant must still provide that privileged and confidential information (*separately filed and appropriately marked*). Applicant must fully support any request to maintain the confidentiality of the information it believes to be confidential or proprietary in a motion for protective order, filed pursuant to Rule 4901:1-1-24 of the Ohio Administrative Code.
- VII. ***Commission Process for Certification Approval:*** An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete will cause delay in certification.

The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the application is deemed automatically approved on the 31st day after the official filing date. If the Commission suspends the application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information. The Commission shall act to approve or deny a suspended application within 90 days of the date that the application was suspended. Upon Commission approval, the applicant shall receive notification of approval and a numbered certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid.

Unless otherwise specified by the Commission, a retail natural gas broker/aggregator's certificate is valid for a period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-27-09 of the Ohio Administrative Code.

Retail natural gas brokers/aggregators shall inform the Commission of any material change to the information supplied in a certification application within thirty (30) days of such material change in accordance with Rule 4901:1-27-10 of the Ohio Administrative Code.

VIII. *Contractual Arrangements for Capability Standards:* If the applicant is relying upon contractual arrangements with a third-party, to meet any of the certification requirements, the applicant must provide with its application all of the following:

- The legal name of any contracted entity;
- A statement that a valid contract exists between the applicant and the third-party;
- A detailed summary of the contract(s), including all services provided thereunder; and
- The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

IX. *Governing Law:* The certification of retail natural gas brokers/aggregators is governed by Chapter 4901:1-27 and 4901:1-29 of the Ohio Administrative Code, and Section 4929.20 of the Ohio Revised Code.



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CERTIFICATION APPLICATION

COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - Company History*). 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 directly input information onto the form. You may also download the form by saving it to your local disk.

SECTION A - APPLICANT INFORMATION AND SERVICES

A-1 Applicant intends to be certified as: (check all that apply)

☐ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

A-2 Applicant information:

Legal Name North Coast Energy, Inc.

Address 3967 Encell Drive; Copley, OH 44321

Telephone No. (330) 576-6365

Web site Address www.greatlakesenergyservices.com

A-3 Applicant information under which applicant will do business in Ohio:

Name North Coast Energy, Inc.

Address 3967 Encell Drive; Copley, OH 44321

Web site Address www.greatlakesenergyservices.com

Telephone No. (330) 576-6365

A-4 List all names under which the applicant does business in North America:

North Coast Energy, Inc.

Great Lakes Energy

A-5 Contact person for regulatory or emergency matters:

Name Sean Kennedy

Title Vice President

Business Address 3967 Encell Drive; Copley, OH 44321

Telephone No. (330) 576-6365

Fax No. (330) 576-6451

Email Address seanmkennedy@ymail.com

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A-6 Contact person for Commission Staff use in investigating customer complaints:

Name Sean Kennedy Title Vice President
Business address 3967 Encell Drive; Copley, OH 44321
Telephone No. (330) 576-6365 Fax No. (330) 576-6451 Email Address seanmkennedy@ymail.com

A-7 Applicant's address and toll-free number for customer service and complaints

Customer service address 3967 Encell Drive; Copley, OH 44321
Toll-Free Telephone No. - Fax No. (330) 576-6451 Email Address seanmkennedy@ymail.com

A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee

Name Sean Kennedy Title Vice President
Business address 3967 Encell Drive; Copley, OH 44321
Telephone No. (330) 576-6365 Fax No. (330) 576-6451 Email Address seanmkennedy@ymail.com

A-9 Applicant's federal employer identification number 30-0760681

A-10 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-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Dominion East Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Duke Energy Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial

A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

☐ Columbia Gas of Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☐ Dominion East Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☐ Duke Energy Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service		End Date	
<input type="checkbox"/>	Small Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	01/2015
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	01/2015
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	01/2015
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	01/2015

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 **Exhibit A-14 "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-15 **Exhibit A-15 "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 natural gas or electricity to customers in North America.
- A-16 **Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 **Exhibit A-17 "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-18 **Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION 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 current 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 natural gas service, or retail/wholesale electric services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a current 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 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations 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 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has 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 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ 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.

SECTION 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, labeled as 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 whether 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 current financial arrangements to conduct competitive retail natural gas service (CRNGS) 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 CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current 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 current 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 since applicant last filed for certification.
- C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 **Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

Jean Kennedy Vice President

Sworn and subscribed before me this

20

day of

November

Month

2014

Year

Signature of official administering oath



Print Name and Title

Brian Gibson Branch Manager

BRIAN GIBSON
Notary Public, State of Ohio
My Commission Expires
March 28, 2016

My commission expires on

March 28, 2016



The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

North Coast Energy, Inc.)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No. - -GA-AGG

County of Summit

State of Ohio

Sean Kennedy

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

Sean Kennedy Vice President

Sworn and subscribed before me this

20 day of November Month 2014 Year

Signature of Official Administering Oath

Brian Gibson Branch Manager
Print Name and Title



BRIAN GIBSON
Notary Public, State of Ohio
My Commission Expires
March 28, 2016

My commission expires on

March 28, 2016

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Exhibit A-14 "Principal Officers, Directors & Partners"

- Michael Kennedy
 - President
 - 332 Clearview Court, Broadview Heights, OH 44147
 - (216) 577-8977
- Sean Kennedy
 - Vice President
 - 3967 Encell Drive, Copley, OH 44321
 - (330) 576-6365

Exhibit A-15 "Corporate Structure"

- 2 Officers (President & Vice President) interact with customers to secure electric and natural gas supply contracts through various suppliers
 - AEP Energy
 - Dayton Power & Light Energy Resources
 - Duke Energy
 - MidAmerican Energy
 - Stand Energy Corporation
 - Volunteer Energy Services, Inc.

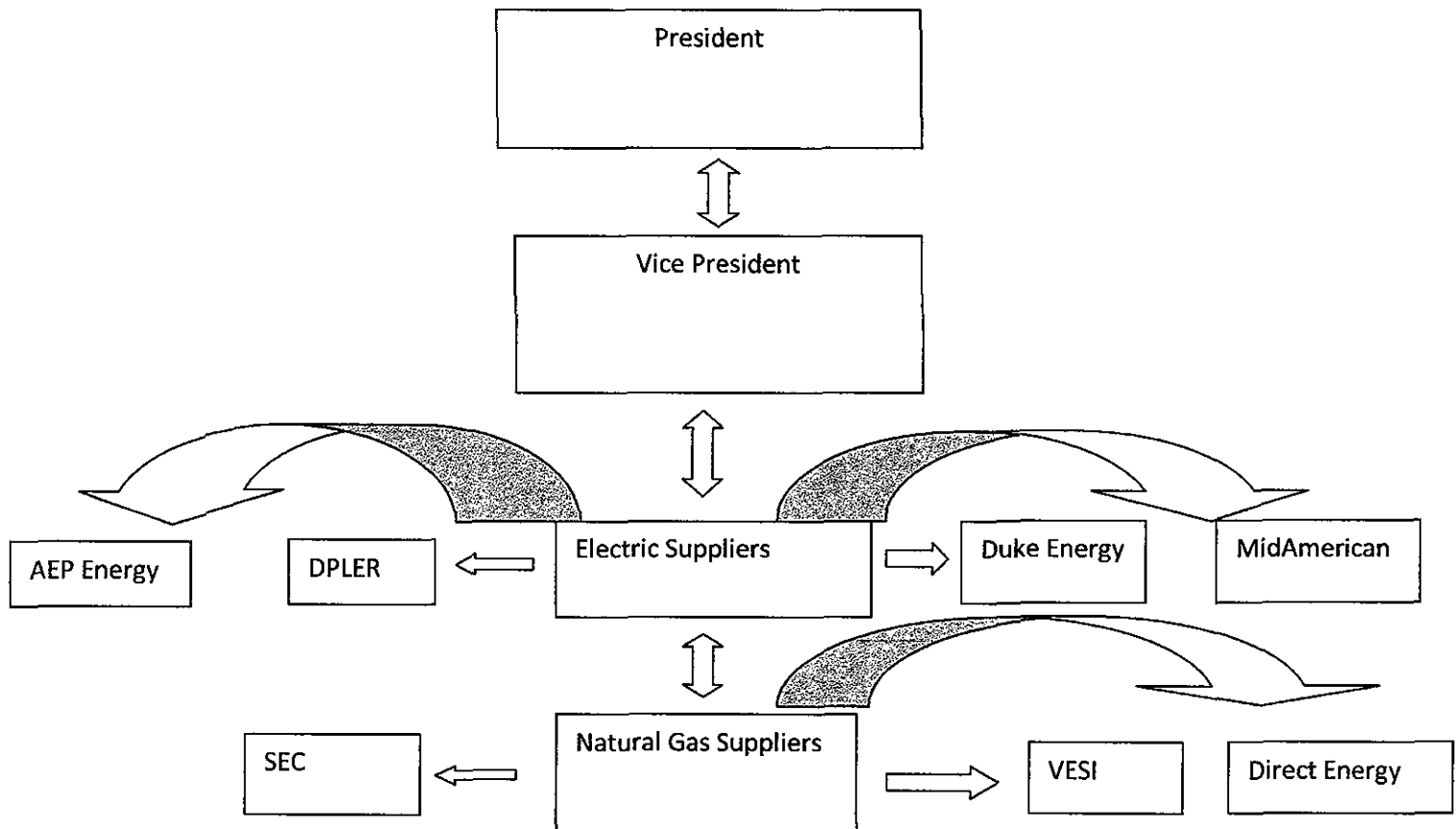


Exhibit A-16 "Company History"

North Coast Energy, Inc. was formed by Michael and Sean Kennedy in 2012 to ultimately negotiate electric and natural gas supply contracts for medium and large commercial and industrial customers through certified suppliers throughout Ohio.

Exhibit A-17 "Articles of Incorporation and Bylaws"

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**ACTION BY UNANIMOUS WRITTEN CONSENT IN
LIEU OF FIRST MEETING BY THE BOARD OF DIRECTORS
OF
North Coast Energy Inc.,
an Ohio Corporation**

The undersigned, constituting all of the members of the board of directors (the "Board") of North Coast Energy Inc., an Ohio corporation (the Corporation), in lieu of holding a meeting of the Board, hereby consent to the taking of the actions set forth herein, and the approval and adoption of the following resolutions by this unanimous written consent ("Written Consent") pursuant to Section 1701.54 of the Ohio Revised Code:

Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation filed with the Ohio Secretary of State hereby are adopted, ratified and affirmed in all respects.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to insert a certified copy of the Articles of Incorporation in the Corporation's minute book.

Adoption of Regulations

RESOLVED, that the regulations presented to the Board and attached hereto are adopted as the regulations of the Corporation ("Regulations") to (i) regulate the conduct of the Corporation's business and affairs, and (ii) amend, restate, and supersede the Corporation's prior existing Regulations, if any, in their entirety.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to execute a certificate of the adoption of the Regulations, to insert the Regulations as so certified and as may be amended from time to time, in the minute book of the Corporation and to see that a copy, similarly certified, is kept at the principal executive office for the transaction of business of the Corporation, as required by law.

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to issue and sell shares of common stock of the Corporation, \$0.01 par value (the "Shares"), which the Board hereby determines to be the fair market value of the Corporation's common stock as of the date hereof, to each person named below (the "Shareholder"), in the amounts specified opposite each name in exchange for cash or contributed property as follows:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Total Purchase Price(\$)</u>
Michael Kennedy	1,000	\$0.01

RESOLVED FURTHER, that the Board hereby determines that the consideration to be received for the above-mentioned Shares is adequate for the Corporation's purposes, and that the sale and issuance of the Shares to each of the above-named persons shall be conditioned upon receipt by the Corporation of the purchase price of said Shares and final copies of all appropriate documentation required by Corporation.

RESOLVED FURTHER, that upon the issuance and sale in accordance with the foregoing resolutions, such Shares shall be validly issued, fully paid and non-assessable shares of common stock of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, (i) to take all actions necessary to comply with applicable laws with respect to the sale and issuance of the Shares, (ii) to thereafter execute and deliver on behalf of the Corporation, pursuant to the authorization above, share certificates representing the Shares set forth above, and (iii) to take any such other action as they may deem necessary or appropriate to carry out the issuance of the Shares and intent of these resolutions.

Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

President: Michael Kennedy
Treasurer: Michael Kennedy
Secretary: Sean Kennedy
Vice President: Sean Kennedy

Corporate Records and Minute Book

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books that may be required by the laws of Ohio or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to maintain a minute book containing the Articles of Incorporation, as filed with and certified by the office of the Ohio Secretary of State and as may be amended from time to time, its Regulations and any amendments thereto, and the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's shareholders shall from time to time direct and to ensure that an up to date copy is also kept at the principal executive office of the Corporation (as designated below).

Corporate Seal

RESOLVED, that the Corporation shall have a corporate seal in the form of two concentric circles with the name of the Corporation between the two circles and the year of incorporation and "Ohio" within the inner circle.

Share Certificates

RESOLVED, that the form of share certificate attached hereto has been presented to the Board for review and is hereby approved and adopted as the form share certificate of the Corporation and the Secretary of the Corporation is directed to insert such form share certificate in the minute book of the Corporation.

Ratification of Actions by Incorporator

RESOLVED, that all actions taken by the Corporation's sole incorporator, LegalZoom.com, Inc. and its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on December 31.

Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall initially be located at 332 Clearview Court, Broadview Heights, Ohio 44147-3091.

Bank Accounts

RESOLVED, that the officers of the Corporation are hereby authorized and directed to establish, maintain and close one or more accounts in the name of the Corporation for the funds of the Corporation with any federally insured bank or similar depository; to cause to be deposited, from time to time, in such accounts, such funds of the Corporation as such officer deems necessary or advisable, and to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts; and to make such rules and regulations with respect to such accounts as such officers may deem necessary or advisable, and to complete, execute and deliver any documents as banks and similar financial institutions customarily require to establish any such account and to exercise the authority granted by this resolution including, but not limited to, customary signature card forms and form banking resolutions.

RESOLVED FURTHER, that all form resolutions required by any such depository, if any, are adopted in such form used by such depository by this Board, and that the Secretary is authorized to certify such resolutions as having been adopted by the Board and directed to insert a copy of any such form resolutions in the minute book of the Corporation.

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Corporation is entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions, as adopted by the Board.

Qualification to do Business

RESOLVED, that the officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to take such action as they may deem necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in each state that the officers may determine to be necessary or appropriate, or to withdraw from or terminate the Corporation's qualification to do business in any such state.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses of the incorporation and organization of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Agent for Service of Process in Ohio

RESOLVED, that United States Corporation Agents, Inc. shall be appointed the Corporation's agent for service of process in Ohio.

Subchapter S Election

RESOLVED, that the Corporation shall elect to be treated as a "small business corporation" for income tax purposes under Subchapter S of Chapter 1 of the Internal Revenue Code of 1986, and under the parallel provisions of the laws of the state of Ohio and that the officers of the Corporation are hereby authorized and directed to complete and file or cause to be filed an Election by a Small Business Corporation with the Internal Revenue Service pursuant to Section 1362(a) of the Internal Revenue Code and obtain the written consent of each shareholder of the Corporation to such Subchapter S election and file such consent at the same time as the Election by a Small Business Corporation, or within an extended period of time as may be granted by the Internal Revenue Service.

Authorization of Further Actions

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further actions as they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: December 21, 2012

Directors:

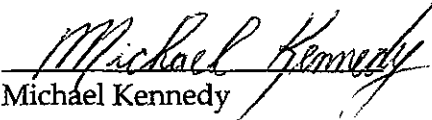

Michael Kennedy

EXHIBIT A
REGULATIONS OF
North Coast Energy Inc.

REGULATIONS

OF

North Coast Energy Inc., an Ohio Corporation

ARTICLE I

Shareholders

Section 1.1. **Annual Meetings.** An annual meeting of shareholders of North Coast Energy Inc. (the "Corporation") shall be held for the election of directors on a date and at a time and place either within or without the state of Ohio fixed by resolution of the Board of Directors. Any other proper business may be transacted at the annual meeting.

Section 1.2. **Special Meetings.** Special meetings of the shareholders may be called at any time by the President, Chairperson of the Board of Directors, the Board of Directors or the holders of not less than 25% of the outstanding shares entitled to vote at the meeting. Such meeting will be held on a date and at a time and place either within or without the state of Ohio as may be stated in the notice of the meeting. Business transacted at any special meeting of the shareholders shall be limited to the purposes stated in the notice.

Section 1.3. **Notice of Meetings.** Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 7 but not more than 60 days before the date of the meeting to each shareholder entitled to vote thereat. Such notice shall state the time, place, if any, and purposes of the meeting of the shareholders, and the means, if any, by which shareholders can be present and vote at the meeting through the use of communications equipment and shall be given either by personal delivery or by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the notice is given. The notice of any meeting at which directors are to be elected shall include a list of the names of the nominees intended at the time of the mailing of the notice to be presented by the Board of Directors for election.

Notice of a shareholders' meeting or any report shall be given either personally or by first-class mail or other means of written communication, addressed to the shareholder at the address of such shareholder appearing on the books of the Corporation or given by the shareholder to the Corporation for the purpose of notice. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

Section 1.4. Adjournments. When a shareholders' meeting is adjourned to another time or place, except as otherwise provided in this Section 1.4, notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 45 days, or if after the adjournment a new record date is fixed for the adjourned meeting, then a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 1.5. Validating Meeting of Shareholders; Waiver of Notice. The transactions of any meeting of shareholders, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as required by the Ohio Revised Code.

Section 1.6. Quorum. A majority of the shares entitled to vote, represented in person, by proxy, or by the use of communications equipment shall constitute a quorum at a meeting of the shareholders, except as otherwise provided by Ohio law or by the articles of incorporation of the Corporation (the "Articles of Incorporation") or by the regulations of the Corporation (the "Regulations"). The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted, except as provided in this Section 1.6.

Section 1.7. Organization. Meetings of shareholders shall be presided over by the Chairperson of the Board of Directors, if any, or in the absence of the Chairperson of the Board of Directors by the Vice Chairperson of the Board of Directors, if any, or in the absence of the Vice Chairperson of the Board of Directors by the President, or in the absence of the foregoing persons by a chairperson designated by the Board of Directors, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting, or in their absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.8. Voting. Unless otherwise provided in the Articles of Incorporation, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders.

Any holder of shares entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, other than elections to office, but, if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

At all elections of directors, the candidates receiving the greatest number of votes shall be elected. In all other matters, unless otherwise provided by Ohio law or by the Articles of Incorporation or the Regulations, the affirmative vote of the holders of a majority of the shares entitled to vote on the subject matter at a meeting in which a quorum is present shall be the act of the shareholders. Where a separate vote by class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes at a meeting in which a quorum is present shall be the act of such class or classes, except as otherwise provided by Ohio law or by the Articles of Incorporation or the Regulations.

Section 1.9. Cumulative Voting for Directors. Each shareholder has the right to vote cumulatively if notice in writing is given by any shareholder to the President, a Vice President, or the Secretary of the Corporation, not less than 48 hours before the time fixed for holding a meeting of the shareholders for the purpose of electing directors if notice of the meeting has been given at least 10 days before the meeting, and, if the 10 days' notice has not been given, not less than 24 hours before such meeting time, that a shareholder desires that the voting at such election shall be cumulative, provided that an announcement of the giving of such notice is made upon the convening of the meeting by the Chairperson of the Board of Directors or Secretary or by or on behalf of the shareholder giving such notice. Unless the Articles of Incorporation provide that no shareholder of the Corporation may cumulate the shareholders voting power, each shareholder has the right, subject to the notice requirements contained above, to cumulate his or her voting power and to give 1 candidate as many votes as the number of directors to be elected multiplied by the number of his or her votes, or to distribute his or her votes on the same principle among 2 or more candidates.

Section 1.10. Shareholder's Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his or her duly authorized attorney-in-fact. Any transmission that creates a record capable of authentication, including, but not limited to, a telegram, a cablegram, electronic mail, or an electronic, telephonic, or other transmission, that appears to have been transmitted by a shareholder, and that appoints a proxy is a sufficient verifiable communication to appoint a proxy. A photographic, photostatic, facsimile transmission, or equivalent reproduction of a writing that is signed by a shareholder and that appoints a proxy is a sufficient writing to appoint a proxy. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in this Section 1.10. Such revocation may be effected by a writing delivered to the Corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.

Section 1.11. Inspectors. In advance of any meeting of shareholders the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, the chairperson of any such meeting may and, on the request of any shareholder or his or her proxy, shall make such appointment at the meeting. The inspectors of election shall do all such acts as may be proper to conduct the election or vote with fairness to all shareholders, and shall make a written report of any matter determined by them and execute a certificate of any fact found by them, if requested by the chairperson of the meeting or any shareholder or his or her proxy.

Section 1.12. Fixing Date for Determination of Shareholders of Record. In order that the Corporation may determine the shareholders entitled to notice of any meeting or to vote or to express consent to corporate action in writing without a meeting or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days prior to the date of such meeting nor more than 60 days prior to any other action.

If no record date is fixed: (1) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (2) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given; and (3) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto or the 60th day prior to the date of such other action, whichever is later, unless the Board of Directors sets a new record date. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 1.13. List of Shareholders. The officer or agent having charge of the transfer books for shares of the Corporation shall make, at least 5 days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting (being shareholders of record on the date fixed as a record date, or if no record date be fixed, then of record 10 days next preceding the date of the meeting), arranged in alphabetical order, with the address of and the number of shares held by each, which list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder 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.

Section 1.14. Consent of Shareholders in Lieu of Meeting. Except as otherwise provided in the Articles of Incorporation or under the Ohio Revised Code, any action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all outstanding shares entitled to vote thereon.

ARTICLE II

Board of Directors

Section 2.1. Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under, the direction of the Board of Directors, except as otherwise provided in the Regulations or in the Articles of Incorporation. The number of directors shall be not less than three, provided that where all shares of a Corporation are owned of record by one or two shareholders, the number of directors may be less than three but not less than the number of shareholders. The number of directors comprising the Board of Directors shall be 1. Directors shall be natural persons of full age and need not be shareholders in the Corporation.

Section 2.2. Election; Term of Office; Resignation; Vacancies. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the Chairperson of the Board of Directors, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Subject to the provisions of the Ohio Revised Code, any director may be removed with or without cause at any time by the shareholders of the Corporation at a special meeting called for such purpose. In addition, any director may be removed for cause by action of the Board of Directors.

Unless otherwise provided in the Articles of Incorporation or the Regulations and except for a vacancy caused by the removal of a director, vacancies on the Board of Directors may be filled by appointment by the Board of Directors. The shareholders may elect a director at any time to fill a vacancy not filled by the Board of Directors.

Section 2.3. Regular Meetings. Meetings of the Board of Directors may be called by the Chairperson of the Board of Directors or the President on at least two days' written notice to each director, either personally or by mail, email or by telegram. Meetings of the Board of Directors also shall be called by the President or Secretary in like manner and on like notice on the written request of any two directors if there are three or more directors holding a position on the Board of Directors or, on the written request of any single director if there are less than three directors holding a position on the Board of Directors. Meetings may be held at such times and places as may be designated in the notices of their call, or they may be held at any time or place, without notice, by the presence of all directors.

Section 2.4. Special Meetings; Notice of Meetings; Waiver of Notice. Special meetings of the Board of Directors may be held at any time or place within or without the state of Ohio whenever called by the Chairperson of the Board of Directors, by the Vice Chairperson of the Board of Directors, if any, or by any two directors. Subject to any greater notice requirements set forth in the Ohio Revised Code, special meetings shall be held on at least two days' notice by mail, email or notice delivered personally or by telephone, telegraph or any other means of communication authorized by the Ohio Revised Code. Notice delivered personally or by telephone may be transmitted to a person at the director's office who can reasonably be expected to deliver such notice promptly to the director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board of Directors.

Section 2.5. Participation in Meetings by Conference Telephone Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or of such committee, as the case may be, through the use of conference telephone or similar communications equipment permitted by the Ohio Revised Code, so long as all members participating in such meeting can hear one another, and participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at such meeting.

Section 2.6. Quorum; Adjournment; Vote Required for Action. At all meetings of the Board of Directors a majority of the authorized number of directors shall constitute a quorum for the transaction of business. Subject to the provisions of the Ohio Revised Code, every act or decision done or made by a 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 Articles of Incorporation or the Regulations shall require a vote of a greater number.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 2.7. **Organization.** Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors, or in the absence of the Chairperson of the Board of Directors by the Vice Chairperson of the Board of Directors, if any, or in their absence by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. **Action by Directors Without a Meeting.** Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 2.9. **Compensation of Directors.** The Board of Directors shall have the authority to fix the compensation of directors for services in any capacity.

ARTICLE III

Executive and Other Committees

Section 3.1. **Executive and Other Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate an executive committee and other committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors, and each of which, to the extent provided in the resolution but subject to the Ohio Revised Code, shall have all the authority of the Board of Directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of the Regulations. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

ARTICLE IV

Officers

Section 4.1. **Officers; Election.** As soon as practicable after the annual meeting of shareholders in each year, the Board of Directors shall elect a President, a Treasurer and a Secretary. The Board of Directors may also elect one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as the Board of Directors may deem desirable or appropriate from time to time and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 4.2. **Term of Office; Resignation; Removal; Vacancies.** Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board of Directors or to the Chairperson of the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board of Directors may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors.

Section 4.3. **Powers and Duties.** The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in the Regulations or in a resolution of the Board of Directors which is not inconsistent with the Regulations and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Secretary shall have the duty to record the proceedings of the meetings of the shareholders, the Board of Directors and any committees in a book to be kept for that purpose.

Section 4.4. **Salaries.** The salaries, compensation and other benefits, if any, 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 or she is also a director of the Corporation.

ARTICLE V

Forms of Certificates; Loss and Transfer of Shares

Section 5.1. Forms of Certificates. Every holder of shares in the Corporation shall be entitled to have a certificate in the name of the registered holder, signed in the name of the Corporation by (1) the President, any Vice President, Chairperson of the Board of Directors or Vice Chairperson, and (2) by the Chief Financial Officer, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, of the Corporation, certifying the number of shares and the class or series of shares owned by such shareholder. The certificates for shares of the Corporation shall be numbered and registered in a share register as they are issued. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 5.3. Transfers of Shares. The Board of Directors may from time to time appoint such transfer agents or registrars of shares as it may deem advisable, and may define their powers and duties. Upon surrender to the Corporation, or its transfer agent, of a share certificate duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate or certificates shall be issued in accordance with the directions therein contained and the old certificate shall be cancelled and the transaction shall be recorded upon the books of the Corporation.

Section 5.4. Registered Shareholders. The Corporation shall be entitled to treat any person in whose name any share or shares stand of record on its books as the absolute owner thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, and shall not be liable for any registration or transfer of shares which are registered or to be registered in the name of a fiduciary, or the nominee of a fiduciary, unless made with actual knowledge that a fiduciary or nominee of a fiduciary is committing a breach of trust in requesting such registration or transfer, or with knowledge of such facts that its participation therein amounts to bad faith.

ARTICLE VI

Records and Reports

Section 6.1. Shareholder Records. The Corporation shall keep at its principal executive office or at the office of its transfer agent or registrar a record of the names and addresses of all shareholders and the number and class of shares held by each shareholder.

Section 6.2. Corporate Documents and the Regulations. The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and the Regulations as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. The Corporation shall, upon the written request of any shareholder, furnish to that shareholder a copy of the Articles of Incorporation or the Regulations as amended to date.

Section 6.3. Minutes and Accounting Records. The minutes of proceedings of the shareholders, the Board of Directors, and committees of the Board of Directors, and the accounting books and records shall be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.

Section 6.4. Inspection by Directors. Subject to applicable Ohio law, every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 6.5. Annual Report to Shareholders. Subject to the Ohio Revised Code, at the annual meeting of shareholders, or the meeting held in lieu thereof, the Corporation shall lay before the shareholders a financial statement consisting of:

- a) A balance sheet containing a summary of the assets, liabilities, stated capital, if any, and surplus (showing separately any capital surplus arising from unrealized appreciation of assets, other capital surplus, and earned surplus) of the Corporation as of the end of the Corporation's most recent fiscal year, except that, if consolidated financial statements are laid before the shareholders, the consolidated balance sheet shall show separately or disclose by a note the amount of the consolidated surplus that does not constitute earned surplus of the Corporation or any of its subsidiaries and that is not classified as stated capital or capital surplus on the consolidated balance sheet; and
- b) A statement of profit and loss and surplus, including a summary of profits, dividends or distributions paid, and other changes in the surplus accounts of the Corporation for the period commencing with the date marking the end of the period for which the last preceding statement of profit and loss required under this Section was made and ending with the date of said balance sheet, or in the case of the first statement of profit and loss, from the incorporation of the Corporation to the date of said balance sheet.

The financial statement shall have appended thereto an opinion signed by the President or a Vice President or the Treasurer or an Assistant Treasurer of the Corporation, or by a public accountant or firm of public accountants, to the effect that the financial statement fairly presents the position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a consistent basis with that of the preceding period or to the effect that the financial statements have been prepared on the basis of accounting practices and principles that are reasonable under the circumstances.

Section 6.6. Financial Statements. The Corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation on file in the Corporation's principal office for 12 months; these documents shall be exhibited at all reasonable times, or copies provided, to any shareholder within five days after receipt of written demand or as otherwise required by the Ohio Revised Code.

Section 6.7. Form of Records. Any records maintained by the Corporation in the regular course of its business, with the exception of minutes of the proceedings of the shareholders, and of the Board of Directors and its committees, but including the Corporation's stock ledger and books of account, may be kept on, or be in the form of magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

ARTICLE VII

Miscellaneous

Section 7.1. Principal Executive or Business Offices. The Board of Directors shall fix the location of the principal executive office of the Corporation at any place either within or without the state of Ohio. The Corporation may also have additional offices in other places as the Corporation's business may require, and as the Board of Directors may determine from time to time.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 7.3. Seal. The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 7.4. Indemnification. The Corporation shall have the power to indemnify, to the maximum extent and in the manner permitted by the Ohio Revised Code, each of its directors, officers, employees and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any actual or threatened proceeding arising, 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 an agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

Section 7.5. 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 7.6. Dividends. The Board of Directors may from time to time declare, and the Corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by Ohio law and its Articles of Incorporation.

Section 7.7. Amendment of Regulations. The Corporation may amend, change or add to the Regulations for any lawful purpose (i) to the extent permitted by Chapter 1701 of the Ohio Revised Code, by the directors or (ii) by the vote or written consent of the holders of record of shares entitling them to exercise a majority of the voting power of the Corporation in respect of any such amendment, change or addition; provided, however, that if any such amendment, change or addition is adopted by written consent without a meeting of the shareholders, the Secretary shall enter any such amendment, change or addition in the records of the Corporation and provide a copy thereof to each shareholder of record who would have been entitled to vote thereon and did not participate in the adoption thereof in any manner provided for under Ohio law.

Section 7.8. Notices. Whenever, under the provisions of the statutes or of the Articles of Incorporation, or of the Regulations, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail or by telegram or similar method, charges prepaid, to his or her address appearing on the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person.

Section 7.9. Waiver of Notice. Any notice required to be given to any person may be waived in writing signed by the person entitled to such notice whether before or after the holding of the meeting, the notice of which is thereby waived. Attendance of any person entitled to notice, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 7.10. Emergency Regulations. The directors may, without further shareholder approval, adopt such emergency regulations as they may deem necessary or proper, to be operative only during any emergency for corporations, when and as proclaimed by the Governor of Ohio or any other person lawfully exercising the power and discharging the duties of the office of governor.

[Remainder Intentionally Left Blank.]

CERTIFICATE OF SECRETARY OF

North Coast Energy Inc.

The undersigned, Sean Kennedy, as Secretary of North Coast Energy Inc., an Ohio corporation (the "Corporation"), hereby certifies the attached document is a true and complete copy of the regulations of the Corporation and that such regulations were duly adopted by the Board of Directors of the Corporation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of
_____, 20____.

Sean Kennedy
Secretary

Exhibit A-18 "Secretary of State"

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201234900548

DATE
12/17/2012

DOCUMENT ID
201234900548

DESCRIPTION
DOMESTIC FOR PROFIT CORP -
ARTICLES (ARF)

FILING
125.00

EXPED
.00

PENALTY
.00

CERT
.00

COPY
.00

Receipt

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

LEGALZOOM.COM, INC.
100 W BROADWAY, SUITE 100
PO BOX 29096
GLENDALE, CA 91209

**STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jon Husted**

2158061

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

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

Document(s):

DOMESTIC FOR PROFIT CORP - ARTICLES

Document No(s):

201234900548



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
12th day of December, A.D. 2012.

Jon Husted

Ohio Secretary of State

Exhibit B-1 "Jurisdictions of Operation"

North Coast Energy, Inc. is authorized by certified suppliers to provide retail electric services throughout all of Ohio where permitted.

Exhibit B-2 "Experience & Plans"

Michael Kennedy worked at The East Ohio Gas Company as a sales manager prior to them being purchased by Dominion. He built a network of large industrial natural gas users and still remains in contact with them today. Michael understands the market and how natural gas is traded extremely well. *Sean Kennedy has learned over the years from Michael and is constantly learning from him today.*

We plan to visit customers face-to-face to speak with them regarding their electric and natural gas needs and goals. We then plan to take that information to certified suppliers to find a supplier who will meet their needs. Once a supply price is agreed upon, we will deliver the contract to the customer for their signature and acceptance of the already agreed upon supply contract. The certified supplier will provide billing statements on a monthly basis to the customer. We will respond to customer inquiries and complaints within 24 hours in a professional and courteous manner and work diligently to resolve the issue with the customer and supplier.

Exhibit B-3 "Summary of Experience"

Our experience comes from the gas market, with Michael Kennedy having the experience providing supply services to large industrial customer when the natural gas market first became deregulated only to large industrial customers. We will continue our relationship with these large industrial customers by providing electric and natural gas supply contracts to them.

- Approximately 25 industrial customers (in the heat treating industry, forging industry, fabricating industry and manufacturing industry)
- Most of the customers are in the Dominion territory; however we have customers in the Vectren, Columbia and Duke Territories.
- The load will average roughly 3 bcf/year

Exhibit B-4 "Disclosure of Liabilities and Investigations"

- There are no 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 we are seeking to be certified to provide.

Exhibit B-5 “Disclosure of Consumer Protection Violations”

- North Coast Energy, Inc., its affiliates, predecessors or any principle officer of North Coast Energy, Inc. has not been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"

- North Coast Energy, Inc. or a predecessor of North Coast Energy, Inc. has not had any certification, license, or application to provide retail natural gas, or retail/wholesale electric service denied, curtailed, suspended, or revoked. North Coast Energy, Inc. or a predecessor has also not been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

Exhibits C-1 “Annual Reports” and C-2 “SEC Filings”

Both exhibits are not applicable because North Coast Energy is a privately held company.

Exhibit C-3 "Financial Statements"

Please see exhibit A-18, pages 37 and 38 for the Secretary of State noting the filing fee of \$125. We have not had 2 years of financial statements.

Exhibit C-4 "Financial Arrangements"

This is not applicable because North Coast Energy, Inc. is not taking title to the natural gas.

Exhibit C-5 "Forecasted Financial Statements"

	<u>2014</u>	<u>2015</u>	<u>2016</u>
Revenue	\$0.00	\$60,000.00	\$85,000.00
Expenses	\$0.00	\$15,000.00	\$20,000.00
Net Income	\$0.00	\$45,000.00	\$65,000.00

Exhibit C-6 "Credit Rating"

North Coast Energy, Inc. is not rated by a Rating Agency.

Exhibit C-7 "Credit Report"

North Coast Energy, Inc. does not have a credit report.

Exhibit C-8 "Bankruptcy Information"

Not applicable.

Exhibit C-9 "Merger Information"

Not applicable.

Exhibit D-1 "Operations"

North Coast Energy, Inc. is managed through multiple business functions, each responsible for certain aspects of the business. The Vice President reports directly to the president for each function. The President and Vice President are also responsible for marketing, which is responsible for sales, generating customer demand and understanding customer wants and needs. The President and Vice President both are responsible for managing cash flow and balance reports.

Exhibit D-2 "Operations Expertise"

Michael Kennedy is the President of North Coast Energy, Inc. and Sean Kennedy is the Vice President. Michael has worked in a corporate structure in the natural gas business for The East Ohio Gas Company and understands the hierarchy for a structured, successful business. Sean Kennedy earned his degree in Business Marketing at Kent State University with a specialization in Computer Information Systems, which assists the company in keeping accurate digital records of reports, income and revenue.

Exhibit D-3 "Key Technical Personnel"

Michael Kennedy

- President
- michaeldkennedy@yahoo.com
- (216) 577-8977
- See Exhibits B-2, B-3 and D-2 for background experience

Sean Kennedy

- Vice President
- seanmkennedy@ymail.com
- (330) 576-6365
- See Exhibits B-2, B-3 and D-2 for background experience