

FILE



Monday, March 20, 2017

Public Utilities Commission of Ohio
Docketing Division
180 East Broad Street
Columbus, Ohio 43215-3793

PUCO

2017 MAR 24 PM 12:07

To Whom It May Concern:

Avion Energy Group, LLC is currently licensed as a CRNGS provider of aggregation and broker services in the State of Ohio under certificate 13-32G (2).

Avion Energy has been restructured to seek investor funds and better align itself with the energy industry to pursue its long-range business interests. There is a new management/parent company and three subsidiary/sales division companies. Avion Energy Group, LLC (currently licensed entity) is now a subsidiary after being purchased by Avion Energy, Inc.

Per the instructions received from Melissa Scarberry, the license can be applied to Avion Energy, Inc. and the three subsidiaries by submitting an amended renewal application stipulating the new company structure.

Avion Energy submits the following amended renewal application with details of this change. If there are questions or additional required information, please contact me directly at (678) 607-6840 or jackie@avionenergy.com.

Respectfully,

Jackie Burdette
Director of Operations

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Public Utilities Commission

PUCO USE ONLY – Version 1.07		
Date Received	Renewal Certification Number	ORIGINAL AGG Case Number
		13 - 2010 - GA-AGG

RENEWAL 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 renew its certificate as: (check all that apply)

☒ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

A-2 Applicant information:

Legal Name Avion Energy, Inc.
Address 1475 Buford Drive, Suite 403-186, Lawrenceville, GA 30043
Telephone No. (678) 697-7717 Web site Address www.avionenergy.com
Current PUCO Certificate No. 13-328G(2) Effective Dates 10/31/2015 through 10/31/2017

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

Name Avion Energy, Inc.
Address 1475 Buford Drive, Suite 403-186, Lawrenceville, GA 30043
Web site Address www.avionenergy.com Telephone No. (678) 697-7717

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

Avion Energy ectoPro, Inc.
Avion Energy, Inc. AEG Network, Inc.
Avion Energy Group, LLC

A-5 Contact person for regulatory or emergency matters:

Name Jacqueline (Jackie) Burdette Title Director of Operations
Business Address 1475 Buford Drive, Suite 403-186, Lawrenceville, GA 30043
Telephone No. (678) 607-6840 Fax No. (770) 825-9012 Email Address jackie@avionenergy.com

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

Name Jacqueline (Jackie) Burdette Title Director of Operations
Business address 1475 Buford Drive, Suite 403-186, Lawrenceville, GA 30043
Telephone No. (678) 607-6840 Fax No. (770) 825-9012 Email Address jackie@avionenergy.com

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

Customer service address 1475 Buford Drive, Suite 403-186, Lawrenceville, GA 30043
Toll-Free Telephone No. (877) 712-8466 Fax No. (770) 825-9012 Email Address info@avionenergy.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 InCorp Services, Inc. Title Registered Agent
Business address 9435 Waterstone Boulevard, Suite 140, Cincinnati, OH 45249
Telephone No. (800) 249-2677 Fax No. (702) 866-2689 Email Address documents@incorp.com

A-9 Applicant's federal employer identification number 47-5378465

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 checked="" type="checkbox"/> Residential	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	10/31/2013	End Date

☒ **Dominion East Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	10/31/2013	End Date

☒ **Duke Energy Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	10/31/2013	End Date

☒ **Vectren Energy Delivery of Ohio**

<input checked="" type="checkbox"/> Residential	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Large Commercial	Beginning Date of Service	10/31/2013	End Date
<input checked="" type="checkbox"/> Industrial	Beginning Date of Service	10/31/2013	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 type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date
<input type="checkbox"/>	Dominion East Ohio	Intended Start Date
<input type="checkbox"/>	Duke Energy Ohio	Intended Start Date
<input type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date

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,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-18 Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is still 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 renewed certification (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 for which it is seeking renewed certification since applicant last filed for certification.

- 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 since applicant last filed for certification.

☒ 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 since applicant last filed for certification.

☒ 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

[Signature] Chairman

Sworn and subscribed before me this 17th day of March Month 2017 Year

Signature of official administering oath

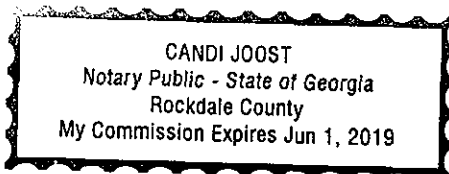
Print Name and Title

[Signature]

Candi Joost / Notary

My commission expires on

06/01/2019





The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service
Affidavit Form
(Version 1.07)

In the Matter of the Application of)

Avion Energy, Inc.)

for a Certificate or Renewal Certificate to Provide)

Competitive Retail Natural Gas Service in Ohio.)

Case No. 13 - 2010 -GA-AGG

County of GWINNETT

State of GA

JOSEPH MITTIGA

[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

Sworn and subscribed before me this

17th day of

MARCH

Month

2017

Year

Signature of Official Administering Oath

Print Name and Title

CANDI JOOST / Notary

My commission expires on

06/01/2019

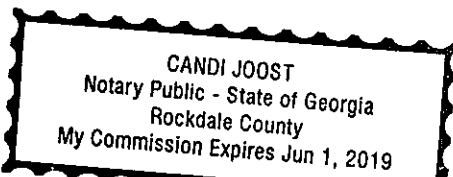


Exhibit A-14: Principal Officers, Directors, and Partners

Each of the Avion Energy family of companies is listed below with the corresponding principal officers, directors, and partners.

1. Avion Energy, Inc.

Principal Officers:

James (Jim) R. Charron
Chief Executive Officer
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

Directors:

Joseph (Joe) M. Mittiga
Chairman of the Board of Directors
295 Leatherwood Court, Lawrenceville, GA 30043
(678) 607-6835

James (Jim) R. Charron
Member of the Board of Directors
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

2. Avion Energy Group, LLC

Principal Officers:

Joseph (Joe) M. Mittiga
President
295 Leatherwood Court, Lawrenceville, GA 30043
(678) 607-6835

James (Jim) R. Charron
Vice President
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

Directors:

Joseph (Joe) M. Mittiga
Member
295 Leatherwood Court, Lawrenceville, GA 30043
(678) 607-6835

James (Jim) R. Charron
Managing Member
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

William (Bill) McNarland
Member
1500 Fourteenth Street SW, Suite 402, Calgary, AB T3C 1C9
(403) 926-7998

3. ectoPro, Inc.

Principal Officers:

James (Jim) R. Charron
Chief Executive Officer
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

Directors:

Joseph (Joe) M. Mittiga
Chairman of the Board of Directors
295 Leatherwood Court, Lawrenceville, GA 30043
(678) 607-6835

James (Jim) R. Charron
Member of the Board of Directors
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

4. AEG Network, Inc.

Principal Officers:

James (Jim) R. Charron
Chief Executive Officer
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

Directors:

Joseph (Joe) M. Mittiga
Chairman of the Board of Directors
295 Leatherwood Court, Lawrenceville, GA 30043
(678) 607-6835

James (Jim) R. Charron
Member of the Board of Directors
1264 Riverloch Way, Lawrenceville, GA 30043
(678) 607-6838

Exhibit A-15: Corporate Structure

Avion Energy Group, LLC was organized in the State of Georgia on July 22, 2010 as a single member LLC. It was registered as a foreign LLC in the state of Ohio on February 10, 2011. Avion Energy Group, LLC has provided Retail Natural Gas Aggregation/ Retail Natural Gas Brokerage Services in Ohio under certificate number 13-328G since October 31, 2013.

Avion Energy began restructuring in 2015 to seek investor funds and better align itself with the energy industry to pursue its long-range business interests. There is a new management/parent company and three subsidiary/sales division companies:

Management/Parent Company

Avion Energy, Inc.

Subsidiary/Sales Division Companies

Avion Energy, LLC

ectoPro, Inc.

AEG Network, Inc.



Avion Energy, Inc. was incorporated in the State of Georgia on June 1, 2015. It was registered as a foreign corporation in the State of Ohio on March 3, 2017. The company has three (3) subsidiary companies and no affiliates. Avion Energy, Inc. will hold brokerage contracts with energy suppliers and provide all core business functions, such as marketing, training, energy brokerage, accounting, etc., to the subsidiary sales divisions.

Avion Energy Group, LLC is now a subsidiary after being purchased by Avion Energy, Inc. on August 3, 2015. Avion Energy Group, LLC will continue to operate as it has to date throughout the process of obtaining licensure from numerous States' Public Utility Commissions (or similarly named regulatory body) and negotiating broker agreements with energy suppliers for the Avion Energy family of companies.

ectoPro, Inc. was incorporated in the State of Georgia on July 14, 2015. It was registered as a foreign corporation in the State of Ohio on March 3, 2017. ectoPro, Inc. is the subsidiary sales division with full-time, salaried sales professionals who focus on large commercial and industrial (CI) consumers.

AEG Network, Inc. was incorporated in the State of Georgia on June 16, 2015. It was registered as a foreign corporation in the State of Ohio on March 3, 2017. AEG Network, Inc. is the subsidiary sales division with a combination of full-time and part-time, commission-based sales professionals who focus on small to medium business (SMB) consumers.

Exhibit A-16: Company History

Avion Energy Group, LLC was organized on July 22, 2010, and launched operations in August 2010 in Atlanta, Georgia. The founder, Joseph Mittiga, wanted to leverage his sales and marketing experience in the residential and commercial energy industry. He formed Avion Energy with the intent to serve commercial and industrial energy consumers by simplifying energy decisions and providing best energy pricing. Joe called upon key people who had worked with him in his past energy business to develop strategic plans, day-to-day operations, training, marketing, and information processing systems.

Avion Energy provides energy brokerage service and has been a broker of electricity and natural gas in deregulated markets during its entire operation.

The company began restructuring in 2015 to seek investor funds and better align itself with the energy industry to pursue its long-range business interests. Avion Energy Group, LLC is now a subsidiary after being purchased by Avion Energy, Inc. on August 3, 2015. Avion Energy Group, LLC will continue to operate as it has to date throughout the process of obtaining licensure from numerous States' Public Utility Commissions (or similarly named regulatory body) and negotiating broker agreements with energy suppliers for the Avion Energy family of companies. See "Exhibit A-15: Corporate Structure" for more information about the relationship between the companies.

Exhibit A-17: Articles of Incorporation and Bylaws

Avion Energy, Inc. was incorporated in the State of Georgia on June 1, 2015. The following documentation is provided:

- Articles of Incorporation
- Bylaws

**AVION ENERGY, INC.
ARTICLES OF INCORPORATION**

ARTICLE I

The name of the Corporation is Avion Energy, Inc. (hereinafter the "Corporation").

ARTICLE II

ORIGINAL

COMMON STOCK

The Corporation shall have authority to issue Thirty Million shares of Common Stock (30,000,000) having no par value per share. Shares of Common Stock that are reacquired by the Corporation shall be classified as treasury shares unless the terms of such stock provide to the contrary.

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges provided for herein, including, but not limited to, the following rights and privileges:

(a) Dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) The holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and

(c) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

PREFERRED STOCK

The Corporation shall also have the authority to issue Thirty Million (30,000,000) shares of stock having no par value per share, that shall be designated "Preferred Stock." The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Georgia Secretary of State if required by law to be filed with respect to Issuance of such Preferred Stock, prior to the issuance of any such shares, provided that the holders of shares of Preferred Stock will not be entitled to vote on any matter separately or as class.

The Board of Directors is expressly authorized at any time to adopt resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, to file articles of

amendment which are effective without shareholder action to increase or decrease the number of shares included in each series of Preferred Stock (but not to decrease the number of shares in any series below the number of shares then issued), and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each series.

ARTICLE III

The initial registered office of the Corporation shall be at: 945 Bank Street, Suite B, Conyers, Rockdale County, Georgia 30012. The initial registered agent of the Corporation at such address shall be: Albert A. Chapar, Jr.


ARTICLE IV

The name and address of the incorporator is: Albert A. Chapar, Jr.

ARTICLE V

The principal mailing address of the Corporation is 1475 Buford Drive, Suite 403-186, Lawrenceville, Georgia 30043.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 29 day of May, 2015.


Albert A. Chapar, Jr.
Incorporator

NOTED

2015

SECRET

BY-LAWS OF AVION ENERGY, INC.

ARTICLE 1 OFFICES

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address but may have other offices located within or without the State of Georgia as the Board of Directors may determine.

ARTICLE 2 SHAREHOLDERS' MEETINGS

2.1. Annual Meeting. A meeting of shareholders of the Corporation shall be held annually. The annual meeting shall be held at such time and place and on such date as the directors shall determine from time to time and as shall be specified in the notice of the meeting.

2.2. Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors, the CEO or any holder or holders of at least 25 percent of the outstanding capital stock of the Corporation. Special meetings shall be held at such a time and place and on such date as shall be specified in the notice of the meeting.

2.3. Place. Annual or special meetings of shareholders may be held within or without the State of Georgia.

2.4. Notice. Notice of annual or special shareholders meetings, stating the place, day and hour of the meeting shall be given in writing not less than 10 nor more than 60 days before the date of the meeting, either mailed to the last known address or personally given to each shareholder. Notice of any special meeting of shareholders shall state the purpose or purposes for which the meeting is called. Notice of any meeting at which amendments to or restatements of the Articles of Incorporation, merger of the Corporation, a share exchange, or the disposition of corporate assets requiring shareholder approval are to be considered shall state such purpose, and further comply with all requirements of law. Notice of a meeting may be waived by an instrument in writing executed before or after the meeting. The waiver need not specify the purpose of the meeting or the business transacted, unless one of the purposes of the meeting concerns a plan of merger or consolidation, in which event the waiver shall comply with the further requirements of law concerning such waivers. Attendance at such meeting in person or by proxy shall constitute a waiver of notice thereof unless the shareholder shall provide written notice to the Corporation prior to the taking of any action by the shareholders at such meeting that his attendance is not to be deemed a waiver of the requirement that such notice be given or of the adequacy of any notice that may have been given to such shareholder.

2.5. Quorum. At all meetings of shareholders a majority of the outstanding shares of stock with voting rights shall constitute a quorum for the transaction of business, and no resolution or business shall be transacted without the favorable vote of the holders of a

majority of the such shares represented at the meeting and entitled to vote. A lesser number may adjourn from day to day, and shall announce the time and place to which the meeting is adjourned.

2.6. Action in Lieu of Meeting. Any action to be taken at a meeting of the shareholders of the Corporation, or any action that may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof and any further requirements of law pertaining to such consents have been complied with.

ARTICLE 3 **DIRECTORS**

3.1. Management. Subject to these bylaws, or any lawful agreement between the shareholders, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Corporation.

3.2. Number of Directors. The shareholders shall fix by resolution the precise number of members of the Board of Directors. James Charron and Joe Mittiga shall be directors for as long as they remain shareholders of the Company. Any other directors shall be elected at each annual meeting of the shareholders and shall serve for a term of one year until re-elected or until their successors are elected. A majority of said directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

3.3. Vacancies. The directors may fill the place of any director, which may become vacant prior to the expiration of his term, by vote of a majority of the remaining directors, though, less than a quorum, or by the sole remaining director, as the case may be. Any such director elected to fill a vacancy shall be elected for the unexpired term of the director whose place has become vacant.

3.4. Meetings. The directors shall meet annually, without notice, following the annual meeting of the shareholders. Special meetings of the directors may be called at any time by the CEO and Chairman of the Board or by any director, on two days' written notice to each director, which notice shall specify the date, time, and place of the meeting. Notice of any such meeting may be waived by an instrument in writing executed before or after the meeting. Directors may attend and participate in meetings either in person or by means of conference telephones or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such communications equipment shall constitute presence in person at any meeting. Attendance in person at such meeting shall constitute a waiver of notice thereof.

3.5. Action in Lieu of Meeting. Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and any further requirements of law pertaining to such consents have been complied with.

ARTICLE 4

OFFICERS

4.1. General Provisions. The officers of the Corporation shall consist of a CEO and a CFO who shall be elected by the Board of Directors, and such other officers as may be elected by the Board of Directors or appointed as provided in these bylaws. Each officer shall be elected or appointed for a term of office running until the meeting of the Board of Directors following the next annual meeting of the shareholders of the Corporation, or such other term as provided by resolution of the Board of Directors or the appointment to office. Each officer shall serve for the term of office for which he is elected or appointed and until his successor has been elected or appointed and has qualified or his earlier resignation, removal from office or death. The same person may hold any two or more offices.

4.2. CEO. The CEO shall be the chief executive officer of the Corporation and shall have general and active management of the operations of the Corporation. The CEO shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and general and active management of the financial affairs of the Corporation, and shall execute bonds, mortgages or other contracts in the name of and on behalf of the Corporation.

4.3. Secretary. The Secretary shall keep minutes of all meetings of the shareholders and directors and have charge of the minute books, stock books and seal of the Corporation and shall perform such other duties and have such other powers as may from time to time be delegated to him by the CEO or the Board of Directors. The Secretary shall have the power to recommend action concerning the Corporation's affairs to the CEO, and shall perform such other duties and have such other powers as may from time to time be delegated to him by the CEO or Board of Directors.

4.3.1 CFO. The CFO shall be responsible for the day to day financial affairs of the Corporation, and shall perform such other duties and have such other powers as may from time to time be delegated to him by the CEO or Board of Directors

4.4. Assistant Officers. Assistants to the Secretary may be appointed by the CEO or by the Board of Directors and shall have such duties as shall be delegated to them by the CEO or the Board of Directors.

4.5. Vice Presidents. The Corporation may have one or more Vice Presidents, elected by the Board of Directors, who shall perform such duties as may be delegated by the CEO or the Board of Directors.

4.6. Compensation. The Board of Directors shall determine compensation of the officers.

ARTICLE 5

CAPITAL STOCK

5.1. Stock. The Board by resolution may authorize from time to time the issuance of new shares of the Corporation's Common Stock ("Common Stock") or any series of Preferred Stock ("Preferred Stock"), for such lawful consideration as may be approved by the Board or such committee, up to the limit of authorized shares of Common Stock or such series of Preferred Stock. The Board, the Executive Committee or any committee of the Board expressly so authorized by resolution of the Board may authorize from time to time the purchase on behalf of the Corporation for its treasury of issued and outstanding shares of Common Stock or Preferred Stock and the resale, assignment or other transfer by the Corporation of any such treasury shares.

5.2. Share Certificates. The Corporation shall issue shares with certificates.

5.3. Transfers of Shares. Transfers of shares shall be made on the stock books of the Corporation by the holder in person or by power of attorney, on surrender of the old certificate for such shares, duly assigned.

5.4. Voting. The holders of the common capital stock shall be entitled to one vote for each share of stock standing in their name. Holders of stock that may be designated as preferred do not have voting rights except as may be designated specifically by these bylaws or articles.

5.5. Dividends. The Board of Directors may from time to time declare dividends to the shareholders. These distributions may be in cash or property. No such dividends may be made out of the capital of the corporation.

ARTICLE 6

SEAL

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on the share certificates and other appropriate papers.

ARTICLE 7

BANK ACCOUNTS

The CEO, the CFO, Secretary, and any Vice President or Assistant Treasurer as may from time to time be designated by the CEO shall have authority, without the necessity of

further action by the Board of Directors or the shareholders, to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be selected by any such officer. Any of such officers or any agent of the Corporation designated in writing by any of such officers may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money drawn against the account in the name of the Corporation, and made or signed by such officers or agents. Each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by any officer or agent so designated until written notice of the revocation of the authority of any such officer or agent by the CEO or by resolution of the Board of Directors shall have been received by such bank or trust company. Unless the terms of any designation of officers or agents of the Corporation authorized to act under authority of this provision shall otherwise require, any action taken under authority of this provision (including, without limitation, execution of checks, drafts, or other orders for the payment of money) may be taken upon authorization by, and shall require execution by, only one of such officers or agents so designated. The Secretary shall provide a certified copy of this provision and a certification of the names and specimen signatures of the person or persons authorized to act hereunder from time to time to the banks or trust companies in which bank accounts of the Corporation are proposed to be established or in which funds of the Corporation are deposited, and each such bank or trust company shall be entitled to rely on the continuing effectiveness of such authorization until receipt by such bank or trust company of a further certification by the Secretary as to such authority or of written notification signed by the CEO or Treasurer or a certified copy of a resolution adopted by the Board of Directors indicating that such authority has been modified or terminated.

ARTICLE 8

INDEMNIFICATION

8.1. *Basis for Indemnification.* (a) The Corporation shall indemnify and hold harmless 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 he 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), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted 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 conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, 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 a manner which 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 reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify and hold harmless 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 he 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 attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit 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; 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 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.

8.2. Right to Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Except as provided in the preceding sentence and except as may be ordered by a court, any indemnification under Section 1 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 has met the applicable standard of conduct set forth in Section 1. Such a determination shall be made (1) 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 (2) by independent legal counsel employed by the Corporation, in a written opinion, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, or (3) by the affirmative vote of a majority of the shares entitled to vote thereon.

8.3. Expenses. 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 generally or as to a specific case or as to a specific person or persons (designated by name, title or class of persons), upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article 8..

8.4. Nonexclusivity. The provisions for indemnification and advancement of expenses provided by this Article 8 shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may be entitled

under any bylaw, agreement, either specifically or in general terms, resolution, or approved by the affirmative vote of the holders of a majority of the shares entitled to vote thereon taken at a meeting the notice of which specified that such bylaw, resolution or agreement would be placed before the shareholders, both as to action by a director, officer, employee or agent in his official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted with respect to the liability of any director, officer, employee or agent for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 142154 of the Georgia Business Corporation Code; or (d) any transaction from which the director, officer, employee, or agent derived an improper personal benefit.

8.5. Insurance. (a) The Corporation may 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 him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 8..

(b) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the next annual meeting of shareholders unless such meeting is held within 3 months from the date of such payment, and, in any event, within 15 months from the date of such payment, send by first class mail (or if the Corporation shall have at the time more than 500 shareholders entitled to vote, by such other means as may be authorized by the Georgia Business Corporation Code for notices of meetings of shareholders) to its shareholders of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

8.6. Right to Participate in Defense. As a condition to any such right of indemnification, or to receive advancement of expenses, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

8.7. Continuation of Right of Indemnification. The rights to indemnification and advancement of expenses provided in this Article 8 shall continue notwithstanding that a person who would otherwise have been entitled to indemnification or advancement of expenses hereunder shall have ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such persons.

ARTICLE 9
AUTHORITY TO EXECUTE DOCUMENTS AND AGREEMENTS

The CEO and any other officer or officers of the Corporation as may be designated in writing by the CEO or by resolution of the Board of Directors shall have authority, acting alone and without the necessity of further action by the Board of Directors or the shareholders, to enter into contracts and agreements of every nature on behalf of the Corporation, or on behalf of any general or limited partnership, joint venture or trust in which the Corporation is a general or limited partner, joint venturer, or trustee, and to cause the Corporation to be bound by the terms thereof. Such authority shall include, without limitation, the authority to enter into, on behalf of the Corporation or on behalf of the Corporation acting in its capacity as a general or limited partner, joint venturer, or trustee of any general or limited partnership, joint venture or trust of which the Corporation is a general or limited partner, joint venturer, or trustee: contracts for purchase or sale of real or personal property; options for purchase or sale of real or personal property; deeds, bills of sale or other instruments of conveyance; notes or other evidences of indebtedness; mortgages, security deeds, security agreements or other security instruments or security assignments; loan agreements; development agreements; general partnership agreements; limited partnership agreements; certificates of limited partnership; joint venture agreements; trust agreements; guaranty agreements; powers of attorney; certificates; and all other instruments, agreements, and documents incidental to any of the foregoing; and any amendments or supplements thereto or to any thereof; and to make on behalf of the Corporation any representations, warranties (including warranties of title), covenants and certificates contained in any of the foregoing. Any of such contracts, agreements and instruments executed on behalf of the Corporation or on behalf of the Corporation in its capacity as a general or limited partner, joint venturer, or trustee of any general or limited partnership, joint venture or trust in which the Corporation is a general or limited partner, joint venturer, or trustee, by the CEO or any other officer of the Corporation designated in writing by the CEO or by resolution of the Board of Directors shall constitute the act of and be binding on the Corporation in accordance with its terms, and execution of any thereof as aforesaid by any such officer shall be conclusive evidence of such authority, and may be relied upon by all persons dealing with the Corporation without the necessity of any further inquiry until actual receipt of written notice of the revocation of the authority of any such officer by the CEO or by resolution of the Board of Directors.

The execution by any such officer of any such contract, agreement, instrument or document on behalf of the Corporation may be attested by the Secretary or any Assistant Secretary of the Corporation and the seal of the Corporation affixed thereto, but no such attestation or affixation of the seal of the Corporation shall be necessary to the effectiveness thereof.

The Secretary and each Assistant Secretary of the Corporation shall be authorized to provide a certified copy of this provision and a certification of the names and specimen signatures of the person or persons authorized to act hereunder from time to time to all

persons and entities transacting or proposing to transact business with the Corporation, and each such person and entity shall be entitled to rely on the continuing effectiveness of such authorization until receipt of a further certification by the Secretary or any Assistant Secretary as to such authority or of written notification signed by the CEO or a certified copy of a resolution adopted by the Board of Directors indicating that such authority has been modified or terminated.

ARTICLE 10 **AMENDMENT**

These bylaws may be amended by majority vote of the Board of Directors of the Corporation or by majority vote of the shareholders, provided that the shareholders may provide by resolution that any bylaw provision repealed, amended, adopted or altered by them may not be repealed, amended, adopted or altered by the Board of Directors.

Exhibit A-18: Secretary of State

Avion Energy, Inc. registered as a foreign corporation with the Ohio Secretary of State on March 3, 2017. A receipt copy of "Foreign For Profit Corporation – License" follows this page.



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/07/2017	201705805674	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	99.00	0.00	0.00	0.00	0.00

Receipt

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

JIM ROBERT CHARRON
1475 BUFORD DRIVE
SUITE 403-186
LAWRENCEVILLE, GA 30043

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

3998949

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

AVION ENERGY, INC.

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

Document(s)

FOREIGN FOR PROFIT CORPORATION - LICENSE

Effective Date: 03/03/2017

Document No(s):

201705805674

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
7th day of March, A.D. 2017.

Ohio Secretary of State

Exhibit B-1: Jurisdictions of Operation

Due to restructuring, Avion Energy, Inc. is currently updating information with each Public Utility Commission (or similarly named regulatory body) in order for the existing licenses held by Avion Energy Group, LLC to be applied to the Avion family of companies. Avion Energy Group, LLC is authorized as follows:

Ohio

Competitive Retail Electricity Aggregator/Broker under certificate number 12-422E(3)

Competitive Retail Natural Gas Aggregator/Broker under certificate number 13-328G(2)

Delaware

Electric Supply Services under Docket #13-338, Order #8451

No requirements for licensure or registration to broker natural gas in this state.

Illinois

Electricity Agent, Broker, or Consultant (ABC) under Docket # 13-0513

No requirements for licensure or registration to broker natural gas in this state.

Maine

Broker of natural gas under registration (listing available at http://www.maine.gov/mpuc/natural_gas/gas_licensees.shtml)

Maryland

Supply Electricity or Electric Generation Services under license number IR-3185

Supply Natural Gas or Natural Gas Supply Services under license number IR-

3184

Massachusetts

Electricity Broker under license number EB-269

Gas Retail Agent under license number RA-107

New Jersey

Energy Agent (electricity and natural gas) under registration number EA-0239

Private Aggregator (electricity and natural gas) under registration number PA-0137

Pennsylvania

Electric Generation Supplier under docket number A-2013-2396660

Natural Gas Supplier under docket number A-2013-2397383

In addition, Avion Energy does business in the following states that do not require licensure or registration to operate as an energy broker:

Arizona

Michigan

California

Nevada

Colorado

New York

Connecticut

Rhode Island

Florida

Texas

Georgia

Avion Energy Group has had no complaints.

Avion Energy, Inc.

1475 Buford Drive, Suite 403-186, Lawrenceville, GA 30043

(678) 697-7717 office | (877) 712-8466 toll-free | (770) 825-9012 fax | info@avionenergy.com

Exhibit B-2: Experience & Plans

Avion Energy provides energy brokerage service and has been a broker of electricity and natural gas in deregulated markets during its entire operation. Its customer base is diverse, mostly comprised of small to medium business (SMB) consumers covering a broad base of industries.

Avion Energy is licensed or registered in jurisdictions where it is required, and has brokerage contracts with numerous energy providers in every deregulated state. It has developed patent-pending technology for its internal processes to streamline business functions and comply with reporting requirements. Avion Energy will expand its customer base through the addition of sales divisions created to better serve the various types of energy consumers.

Many consumers of electricity and natural gas are approached by a broker representing one energy provider. Avion Energy's approach is more consumer-focused as it represents its clients by doing an extensive search of the supply rates available from all its energy providers. Findings are presented in an apple-to-apples comparison, and the differences in contract details are noted. Clients' needs and concerns are addressed and should a new contract be needed, Avion assists in obtaining an executed contract and the selected licensed energy provider procures the energy. This process repeats as the goal of Avion Energy is to find and keep its clients in best pricing.

Avion Energy does not take possession of the energy but connects the energy consumer to a licensed energy provider. Consequently, the responsibilities addressed in Chapter 4901:1-24 of the Ohio Administrative Code, Chapter 4901:1-21 of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code concerning the billing of consumers and customer inquiries and complaints are met by the licensed energy provider.

Avion Energy does not charge a separate fee to the consumer for its services. As in real estate, the broker fee or commission is included in the price quoted and paid by the seller – the energy provider – after the transaction is complete.

In order to establish long term relationships with clients, staff of the management company and subsidiary sales divisions are trained in basic energy industry knowledge and are able to provide information, educate the consumer, and follow up regularly to ensure clients' needs are fully met.

Exhibit B-3: Summary of Experience

Avion Energy has provided brokerage services to electricity and natural gas consumers in 22 states since August 2010. It has booked over 1,000,000,000 kWh (equivalent), including approximately 8,000 kWh and 14,000 mcf in Ohio in 2016 alone. Avion Energy has had no complaints in any jurisdictions.

Exhibit B-4: Disclosure of Liabilities and Investigations

There are no existing, pending, or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact Avion Energy's or its subsidiaries' financial or operational status or ability to provide the services it is seeking to be certified to provide.

Exhibit D-1: Operations

Avion Energy leverages its patent-pending technology and broker agreements with energy providers to find a consumer's best price as described in "Exhibit B-2: Experience and Plans."

Avion Energy reviews a client's electricity and/or natural gas bills and prepares a "Request For Pricing" package to submit to energy providers. Based on numerous factors, the client qualifies for matrix pricing or custom pricing. For matrix pricing, Avion Energy retrieves the available daily/weekly/monthly rate (depending on market conditions and requirements) from all applicable energy providers. For custom pricing, Avion Energy contacts applicable energy providers for a custom rate. Then the apple-to-apples comparison is created and any questions from the client are answered. If the client selects an offer, Avion Energy assists the client in contracting the electricity and/or natural gas supply from the chosen energy provider.

Exhibit D-2: Operations Expertise

Avion Energy has brokered electricity and natural gas on behalf of its clients since 2010 with no complaints in any jurisdictions. Clients routinely refer our service to other business owners. Energy providers have given us high marks for our strong knowledge of the energy market, and ability to effectively communicate the detail to clients.

Avion Energy has assembled a team of competent professionals who have provided skilled services since the company's first year of operations. When the need arises, industry professionals have been contracted to assist with specific projects, such as technical analysis to meet the energy consumer's needs. Additionally, Avion Energy's Advisory Board boasts members from multiple industry verticals including energy.

Exhibit D-3: Key Technical Personnel

Avion Energy has assembled a team with backgrounds in diverse industries whose skills enhance day-to-day operations. Key personnel information is provided below:

- Joseph (Joe) M. Mittiga
Chairman of the Board of Directors
joe@avionenergy.com
(678) 607-3835

As a Founder of Avion Energy, Joe has created the extensive network of energy providers which distinguishes Avion Energy as the energy procurement specialists able to find best pricing for its clients. Joe was pursuing a double major in Geology and Civil Engineering at Purdue University when he returned home to help keep the family business moving forward one semester shy of graduation. From that day until the present his entrepreneurial mindset has propelled him through several businesses, each carving out a unique niche in very competitive industries.

- James (Jim) R. Charron
Chief Executive Officer
jim@avionenergy.com
(678) 607-6838

As a Founder of Avion Energy, he has created the systems and process to scale growth across all deregulated markets. Jim's innate ability to organize and lead groups of people has been recognized by his superiors throughout his career. Several sales and marketing jobs honed his people and negotiating skills. Jim became involved in the energy industry through a direct selling opportunity, and has recruited sales teams across deregulated markets. He is a Certified Energy Procurement Professional from the Association of Energy Engineers.

- Martin O'Keefe
Director of Sales for ectoPro
martin@avionenergy.com
(678) 607-6852

Martin has 29 years of sales, marketing, and management experience. His career path began with direct sales, moved through sales management into marketing management, and then general management with large companies including Scripps Howard, Media1/US West, and ATC (now Time Warner). In each position, he had increasing responsibility for generating customer and revenue growth, including the responsibility of managing up to 180 employees,

over a three-state region. Martin has a BA in Business Management and a BA in Communications from North Carolina State University.

- Brett Kettlewell
Director of Technology
brett@avionenergy.com
(678) 607-6841

Brett has 20 years of experience in application development, project management, integration management, business analysis, and business intelligence. He was responsible for designing business analysis strategy and integration between all data-driven systems to streamline operational functions at leading collections law firms in Atlanta, Georgia. Brett understands the breadth and depth of the deregulated energy industry as a result of his involvement in the design and implementation of Avion Energy's patent-pending Direct Connect Portal.

- Jacqueline (Jackie) Burdette
Director of Operations
jackie@avionenergy.com
(678) 607-6840

Jackie began work on regulatory compliance for Avion Energy in 2011. Her knowledge of the legal requirements to operate in various states was utilized in creating the systems for Avion Energy, making her keenly aware of the company's internal technology and daily operations. Jackie has an impressive management background in business, nonprofit, and government, demonstrating her ability to coordinate the efforts of many to accomplish the objectives of the organization in time frames required and within determined budgets.

- Kimberly (Kim) Johnson
Regional Energy Broker Manager
kimjohnson@avionenergy.com
(678) 607-6861 (direct)

Kim has been an energy broker for five years. Her knowledge of the energy supply industry is vast as she daily navigates the nuances of regulatory differences from one state to the next. She has exemplary working relationships with the energy providers in her market. Kim effectively works with sales agents and clients when putting together the finer details of a deal, as an excellent customer experience is at the forefront of her thinking. She delights in negotiating the price with energy providers, thoroughly enjoying every bit of extra

savings she can get for a client. All parties to the deal are happy and satisfied to have worked alongside her. Kim attended the University of Georgia and graduated from the National Center for Paralegal Training.

- Dawn M. Scibilia
Regional Energy Broker Manager
dawn@avionenergy.com
(678) 607-6860 (direct)

Dawn has been an energy broker for five years. Her knowledge of the energy supply industry is vast as she daily navigates the nuances of regulatory differences from one state to the next. She has exemplary working relationships with the energy providers in her market. Dawn is a natural teacher in addition to her Bachelor of Arts in Elementary Education. She is able to present complex information in a comprehensive manner and equip others to succeed. Because she finds relationship building to be the most rewarding part of her job, the energy providers, clients, and sales agents enjoy interacting with her.