

JUL 28 2014

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FILE NO. R-1931801-6

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Clear Form

Print Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY**

Please read Instructions L025i

1. **ENTITY TYPE – check only one** to indicate the type of entity applying for registration:

☒ LIMITED LIABILITY COMPANY

☐ PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** – enter the exact, true name of the foreign LLC:

BioSphere Fuels, LLC

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

3.1 ☒ **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.

3.2 ☐ **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** – if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** – list the state or country in which the foreign LLC was formed:

Oklahoma

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** May 5, 2014

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** – describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:

Petroleum Products Wholesaler

8. STATUTORY AGENT IN ARIZONA:					
8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			8.2 OPTIONAL - mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional) 2390 E. Camelback Road			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Phoenix		State AZ	Address 2 (optional) City		State Zip
		Zip 85016			
8.3 REQUIRED – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Registration.					

- 9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS** – *see Instructions L025i* – give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Attention (optional) 10601 N Pennsylvania Ave		
Address 1		
Address 2 (optional) Oklahoma City		OK
City		Zip 73126
Country	UNITED STATES	
	State or Province	Zip

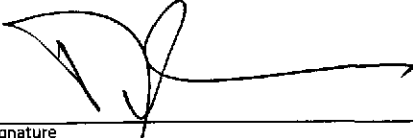
10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 10.1** Is the Arizona known place of business street address the same as the **street address** of the statutory agent? ☒ Yes - go to the next page and continue.
☐ No - complete number 10.2 and continue.
- 10.2** If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

COMPLETE NUMBER 11 OR NUMBER 12 – NOT BOTH.

- 11. MANAGER-MANAGED LLC** – *see Instructions L025i* – check this box ☒ if management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*
- 12. MEMBER-MANAGED LLC** – *see Instructions L025j* – check this box ☐ if management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*
- 13. SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

 ☒ I ACCEPT

Signature _____ Printed Name Douglas J. Stussi Date 5/30/14

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input checked="" type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
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Filing Fee: \$150.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MANAGER STRUCTURE ATTACHMENT

- ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
BioSphere Fuels, LLC
- A.C.C. FILE NUMBER** (if known):
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>
- MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. **Use one block per person.** Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - *do not check both member boxes.* If more space is needed, use another Manager Structure Attachment form.

1. Gregory M Love Name PO Box 26210 Address 1 Address 2 (optional) Oklahoma City OK 73126 City State or Province Zip UNITED STATES Country <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	2. Frank C Love, IV Name PO Box 26210 Address 1 Address 2 (optional) Oklahoma City OK 73126 City State or Province Zip UNITED STATES Country <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
3. Douglas J Stussi Name PO Box 26210 Address 1 Address 2 (optional) Oklahoma City OK 73126 City State or Province Zip UNITED STATES Country <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	4. Jennifer L Meyer Name PO Box 26210 Address 1 Address 2 (optional) Oklahoma City OK 73126 City State or Province Zip UNITED STATES Country <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
5. Laura A Love Name PO Box 26210 Address 1 Address 2 (optional) Oklahoma City OK 73126 City State or Province Zip UNITED STATES Country <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	6. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002I

1. **ENTITY NAME** - give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

BioSphere Fuels, LLC

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

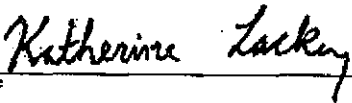
3. **STATUTORY AGENT NAME** - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

CT Corporation System

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.


Signature

Katherine Lackey, Asst. Sec.

Printed Name

5/23/2014

Date

REQUIRED - check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing - (available only if this form is submitted by itself) add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE
OF
LIMITED LIABILITY COMPANY**

WHEREAS, the Articles of Organization of

BIOSPHERE FUELS, LLC

an Oklahoma limited liability company has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
5th day of May, 2014.*

A handwritten signature in cursive script, reading "Chris Benge".

Secretary of State