

FEB 19 2016

FILE NO. B-20101824



05379055

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:

ProPeer Resources, 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:

Utah

6. DATE OF FORMATION IN FOREIGN DOMICILE: 11/10/1998

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:
Independent Review Organization for AZ Industrial Commission

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):		
Corporation Service Company					
Statutory Agent Name (required)					
Attention (optional) 2338 West Royal Palm Road, Suite J			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Phoenix,		State AZ	Zip 85021	Address 2 (optional) City State Zip	
8.3 REQUIRED – the <u>Statutory Agent Acceptance</u> 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) 500 N Marketplace Drive		
Address 1 Suite 203		
Address 2 (optional) Centerville		State or Province UT
City		Zip 84014
Country UNITED STATES		

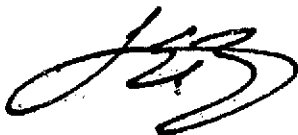
10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 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 L025i* – 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

L Edward Bolton

2/18/16

Signature

Printed Name

Date

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.

MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
ProPeer Resoruces LLC

2. **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>

3. **Check one box only to indicate what document the Attachment goes with:**

- ☐ Articles of Organization
 ☐ Articles of Amendment
☒ Application for Registration
 ☐ Articles of Amendment to Application for Registration

4. **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. 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.

L Edward Bolton			Nexus Enterprises LLC		
Name			Name		
500 N Marketplace Drive			1650 Independence Drive		
Address 1			Address 1		
Suite 203					
Address 2 (optional)			Address 2 (optional)		
Centerville	UT	84014	New Braunfels	TX	78132
City	State or Province	Zip	City	State or Province	Zip
UNITED STATES			UNITED STATES		
Country			Country		
<input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input checked="" type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <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):
PROPEER RESOURCES, LLC

2. **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:

Corporation Service Company

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 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.

Corporation Service Company

By: Stephanie Milnes

Stephanie Milnes

2/18/2016

Signature

Stephanie Milnes

Date

Asst. Vice President

REQUIRED – check only one:

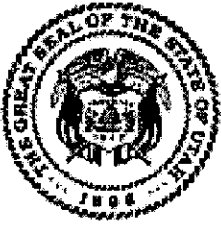
- | | |
|--|--|
| <input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|--|--|

Filing Fee: none (regular processing)
Expedited processing – not applicable.
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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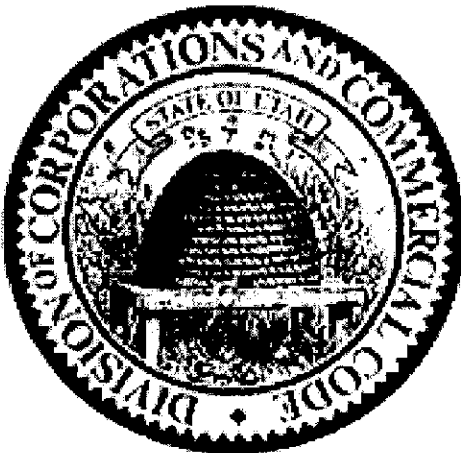
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

02/18/2016
1431384-016002182016-1305150

CERTIFICATE OF EXISTENCE

Registration Number:	1431384-0160
Business Name:	PROPEER RESOURCES, LLC
Registered Date:	December 10, 1998
Entity Type:	LLC - Domestic
Current Status:	Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg
Director
Division of Corporations and Commercial Code

RECEIVED

FEB 19 2016

ARIZONA CORP COMMISSION

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ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET**USE A SEPARATE COVER SHEET FOR EACH DOCUMENT****1. WHAT ARE YOU FILING?**
☒ New Entity ☐ Change to existing entity ☐ Re-submission/Correction
2. ENTITY NAME:

PROPEER RESOURCES, LLC

3. CALCULATE YOUR FEES (copies, certificate of good standing and expedited processing are all optional):

Document filing fee (fees are listed on the bottom of the form or on the fee schedule)	Subtotal:	150.00
Do you want EXPEDITED processing? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO If YES, add \$35.00	Subtotal:	35.00
<input type="checkbox"/> Corporation certified copies \$ 5.00 each x (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> LLC certified copies \$10.00 each x (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> Certificate of Good Standing \$10.00 each x (enter number of copies requested)	Subtotal:	
TOTAL YOUR AMOUNT OWED	TOTAL AMOUNT DUE:	185.00

4. PAYMENT METHOD:☒ MOD Account # 1435- Corporation Service Company**Cash** - do not mail cash. Cash may be used only for in-person submittals.**Checks or money orders** - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. **UNACCEPTABLE CHECKS** include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).**Credit cards** - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.**5. REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):**

<input checked="" type="checkbox"/> Email	Email address: CORPORATEDEPT@ACCUSEARCH.BIZ		
<input type="checkbox"/> Pick up	Name:	Phone: 602-249-3466 x212 Shanda	
<input type="checkbox"/> Mail	Name:		
	Address:		
	City:	State:	Zip:
	Phone:		

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)**FOR ARIZONA CORPORATION COMMISSION USE ONLY****PICK-UP BY:** _____ **DATE:** _____View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf

